

THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS  
BOARD ACTION SUMMARY

DEPT: Chief Executive Office

BOARD AGENDA #: \*B-17

AGENDA DATE: June 27, 2017

**SUBJECT:**

Approval to Amend the Amended and Restated Joint Powers Agreement Establishing the Stanislaus Council of Governments

**BOARD ACTION AS FOLLOWS:**

No. 2017-355

On motion of Supervisor Withrow, Seconded by Supervisor Olsen  
and approved by the following vote,

Ayes: Supervisors: Olsen, Withrow, Monteith, DeMartini, and Chairman Chiesa

Noes: Supervisors: None

Excused or Absent: Supervisors: None

Abstaining: Supervisor: None

1)  Approved as recommended

2)  Denied

3)  Approved as amended

4)  Other:

MOTION:

ATTEST: Elizabeth A. King  
ELIZABETH A. KING, Clerk of the Board of Supervisors

File No.

**THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS  
AGENDA ITEM**

DEPT: Chief Executive Office

Urgent  Routine

BOARD AGENDA #: \*B-17

AGENDA DATE: June 27, 2017

CEO CONCURRENCE: *phx*

4/5 Vote Required: Yes  No

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**SUBJECT:**

Approval to Amend the Amended and Restated Joint Powers Agreement Establishing the Stanislaus Council of Governments

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**STAFF RECOMMENDATIONS:**

1. Approve the amendment to the Amended and Restated Joint Powers Agreement establishing the Stanislaus Council of Governments and amended bylaws.
2. Adopt a resolution approving the amendment to the joint powers agreement.
3. Authorize the Chairman of the Board of Supervisors to sign the agreement.

**DISCUSSION:**

The Stanislaus Council of Governments (StanCOG) is a Joint Powers Agency (JPA) that was created by a Joint Powers Agreement originally entered into on May 11, 1971, and last amended on April 5, 2016. The member agencies of StanCOG are Stanislaus County and all of the incorporated cities within the county, which include the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford.

The amended joint powers agreement and bylaws have been updated from 2016 to reflect the following:

- Create the Measure L Oversight Committee;
- Designate the StanCOG Finance Director to act as the Auditor-Controller and Treasurer of StanCOG;
- Authority to hire an independent auditor to perform annual audits; and
- Identify the power of the JPA to levy and expend the tax revenues authorized by Measure L.

The StanCOG Policy Board adopted the amendment to the amended and restated StanCOG Joint Powers Agreement and the bylaws of StanCOG on January 26, 2017 and March 15, 2017.

**POLICY ISSUE:**

The StanCOG joint powers agreement provides that the agreement may be amended by approval of 75 percent of its member agencies representing 75 percent of the population of the County of Stanislaus as determined by the most recent Decennial Census.

Approval to Amend the Amended and Restated Joint Powers Agreement Establishing the Stanislaus Council of Governments

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**FISCAL IMPACT:**

There is no fiscal impact associated with the approval of the amended joint powers agreement.

**BOARD OF SUPERVISORS' PRIORITY:**

The recommended actions are consistent with the Board of Supervisors' priority of Effective Partnerships by participating as a member agency of the JPA.

**STAFFING IMPACT:**

The Stanislaus County Board of Supervisors participates as a member of the JPA.

**CONTACT PERSON:**

Keith Boggs, Assistant Executive Officer

Telephone: (209) 652-1514

**ATTACHMENT(S):**

1. Resolution adopting the amendment to the StanCOG Joint Powers Agreement
2. Amendment to the Amended and Restated Joint Powers Agreement

ATTACHMENT 1  
RESOLUTION

THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS  
STATE OF CALIFORNIA

Date: June 27, 2017

2017-355

On motion of Supervisor Withrow Seconded by Supervisor Olsen  
and approved by the following vote,

Ayes: Supervisors: Olsen, Withrow, Monteith, DeMartini and Chairman Chiesa

Noes: Supervisors: None

Excused or Absent: Supervisors: None

Abstaining: Supervisor: None

**THE FOLLOWING RESOLUTION WAS ADOPTED:**

Item # \*B-17

**RESOLUTION APPROVING AMENDMENT TO THE JOINT POWERS AGREEMENT OF THE  
STANISLAUS COUNCIL OF GOVERNMENTS**

WHEREAS, the County of Stanislaus is a party to the Joint Powers Agreement establishing the Stanislaus Council of Governments dated April 5, 2016 (JPA); and,

WHEREAS, pursuant to Sections 16 and 17 of the JPA, the County of Stanislaus Auditor-Controller and Treasurer acts as the Auditor/Controller/Treasurer of the Stanislaus Council of Governments (StanCOG); and,

WHEREAS, in January and March 2017, StanCOG staff presented to the StanCOG Policy Board the rationale for substituting the Stanislaus County Auditor/Controller and Treasurer for the StanCOG Finance Director, or his/her designee, in those capacities; and,

WHEREAS, with the exception of Transportation Development Act funds, Stanislaus County is not required to be the Auditor/Controller/Treasurer for StanCOG; and,

WHEREAS, pursuant to the Joint Powers Authority law, set forth at Government Code §§ 6500 et seq. StanCOG has three options: (1) maintain the relationship with the Stanislaus County Auditor-Controller and Treasurer; (2) designate a certified public accountant to serve as Treasurer and Stanislaus County as Auditor-Controller; or (3) designate an employee or officer of StanCOG to serve as Auditor-Controller and Treasurer and hire an independent auditor to perform annual audits; and,

WHEREAS, with the passage of Measure L, an amendment to add a section to the JPA to create the Measure L Oversight Committee as well as a section to identify the power of the JPA to levy and expend the tax revenues authorized by Measure L were also added; and,

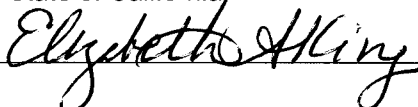
WHEREAS, the corresponding revisions were made to the Bylaws attached to the JPA as Amendment "A"; and,

WHEREAS, on January 26, 2017 and March 15, 2017, the StanCOG Board unanimously approved the above described amendments to the JPA and the Bylaws, as shown in Attachment A to this resolution, designating the StanCOG Finance Director, or his/her designee, as the Auditor-Controller and Treasurer of StanCOG, authorizing the hire of an independent auditor to perform annual audits consistent with the Joint Powers Authority law, creation of the Measure L Oversight Committee and identifying the power of StanCOG to levy and expend the tax revenues authorized by Measure L; and corresponding revisions to the Bylaws; and,

WHEREAS, Section 31 of the JPA provides that the JPA may be amended upon ratification by resolution of 75% of the member agencies representing 75% of the population of the County of Stanislaus as determined by the most recent Decennial Census.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of the County of Stanislaus, State of California, as a party to the JPA, does hereby approve the amendments to the JPA and the Bylaws as shown in Attachment A, and authorizes the Chairman to execute the same.

ATTEST: ELIZABETH A. KING, Clerk  
Stanislaus County Board of Supervisors,  
State of California



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File No.

**ATTACHMENT 2**  
**AMENDMENT TO STANCOG AGREEMENT**

**AMENDED AND RESTATED JOINT POWERS AGREEMENT ESTABLISHING THE  
STANISLAUS COUNCIL OF GOVERNMENTS**

THIS AGREEMENT, made and entered into in the County of Stanislaus, State of California, this \_\_\_\_ day of \_\_\_\_\_, 201\_\_, is between the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford, all municipal corporations, and the County of Stanislaus, a political subdivision of the State of California. The municipal corporations are sometimes referred to individually as “City” and collectively as “Cities.” The County of Stanislaus is sometimes referred to as “County.” The Cities and County are sometimes referred to individually as a “Party” and collectively as “Parties.”

**WITNESSETH:**

1. **RECITALS.**

1.1. **Common Power.** Chapter 5 of Division 7 of Title 1 (Sections 6500, et seq.) of the California Government Code authorizes two (2) or more public agencies, by a joint powers agreement entered into respectively by them and authorized by their legislative or governing bodies, to exercise jointly any power or powers common to the contracting parties.

1.2. **Common Authority.** The City of Modesto, by virtue of its charter, and the Cities of Ceres, Hughson, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford, by virtue of California Government Code Section 65600 through 65604, inclusive, possess in common the authority:

1.2.1. To study, discuss, and develop solutions to area-wide problems of direct concern to the performance of their constitutional and statutory functions and to establish an area planning organization and expend public funds for these purposes.

1.2.2. To do all acts necessary to participate in federal programs and receive federal funds for health, education, welfare, public works, and community improvement activities, including contracting and cooperating with other agencies.

1.3. **Orderly Development.** The people residing within the incorporated and unincorporated areas of Stanislaus County have an interest in the orderly development of their communities.

1.4. **Independent Agency.** The continued growth and extensive development within the incorporated and unincorporated areas of Stanislaus County evidenced a need to create a wholly independent regional agency capable of dealing with area-wide issues and problems.



1.5. Predecessor. The foregoing need led to the creation and establishment of the Stanislaus Area Association of Governments on May 11, 1971, the subsequent approval of a Revised Joint Powers Agreement on May 28, 1974, and a subsequent approval of a Joint Powers Agreement establishing the Stanislaus Council of Governments on June 5, 2001.

1.6. Effects. The establishment of STANISLAUS COUNCIL OF GOVERNMENTS (hereinafter referred to as “StanCOG”) has:

1.6.1. Provided a forum to study and develop solutions to area-wide problems of mutual concern to the various governmental entities in Stanislaus County.

1.6.2. Provided efficiency and economy in governmental operations through the cooperation of member governments and the pooling of common resources.

1.6.3. Provided for the establishment of an agency responsible for identifying, planning, and developing solutions to regional problems requiring multijurisdictional cooperation.

1.6.4. Provided for the establishment of an agency capable of developing regional plans and policies and performing area-wide duties.

1.6.5. Facilitated cooperation among and agreement between local governmental bodies for specific purposes, interrelated development actions, and for the adoption of common policies with respect to issues and problems which are common to its members.

1.7. Amendment. The Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford and the County of Stanislaus, at this time, desire to amend that certain joint powers agreement of June 5, 2001, as subsequently amended on December 12, 2007, April 5, 2016 and January 26, 2017 and enter into this Amended and Restated Agreement in order to establish the duties and powers of the STANISLAUS COUNCIL OF GOVERNMENTS.

NOW, THEREFORE, IT IS MUTUALLY AGREED AS FOLLOWS:

2. STATEMENT OF PURPOSE

The member Cities and the County have joined together to establish the Stanislaus Council of Governments for the following purposes:

2.1. Area-Wide Opportunities. A number of opportunities and issues within the area are either area-wide in nature or have area-wide aspects or implications, including, but not limited to transportation, air quality, land use, economic development, job creation, and the reduction of unemployment.

2.2. Need. There is a demonstrated need for the establishment of an organization of the Cities and the County within the area to provide a forum for study and development of recommendations to area-wide problems of mutual interest and concern to the Cities and the County and to facilitate the development of policies and action recommendations for the solution of problems.

2.3. Independent Review. The Cities and the County wish to create an area-wide organization which will independently review and make comments to the member Cities and the County regarding projects which receive state or federal funding.

2.4. Elected Officials. The Cities and the County believe that an area-wide planning organization, governed solely by elected officials from the Cities and the County, with a staff independent of any City or the County, is best suited for area-wide planning and review.

2.5. Area-Wide Problems. The Cities and the County, working together through this organization, can exercise initiative, leadership, and responsibility for solving area-wide problems.

2.6. Allocation of Resources. The Cities and the County share common area-wide problems and issues, and at the same time, have different needs and priorities and are affected in different ways by these common area-wide problems and issues. The resources of StanCOG shall be allocated in a manner so that the needs of any portion of the area are not ignored, recognizing, however, that resources are limited and that not all needs can be met, nor all portions of the area assisted equally at any one time.

### 3. ESTABLISHMENT OF STANISLAUS COUNCIL OF GOVERNMENTS

3.1. Continued Public Entity. Upon the effective date of this Agreement, the Parties hereto hereby continue the STANISLAUS COUNCIL OF GOVERNMENTS, as a public entity separate and distinct from its member entities, as the agent to exercise the common powers provided for in this Agreement and to administer or otherwise execute this Agreement.

3.2. Continuation of Duties. StanCOG is the successor entity to the Area Association of Governments established in 1971, insofar as its predecessor entity has been designated, and insofar as legally authorized, it shall continue to function, without interruption in its duties, as:

3.2.1. The Local Transportation Authority (LTA) as designated by the Stanislaus County Board of Supervisors, pursuant to the Local Transportation Authority and Improvement Act set forth at California Public Utilities Code Sections 180,000, et seq.

3.2.2. The Area-wide Planning Organization (APO) as designated by the U.S. Department of Housing and Urban Development (HUD);

3.2.3. The Metropolitan Planning Organization (MPO) as designated by the U.S. Department of Transportation; pursuant to Title 23 of United States Code, Section 134 (23 USC 134) and Title 49 of the United States Code, Section 5303(b)(2).

3.2.4. The Regional Transportation Planning Agency (RTPA) as designated by the Secretary of Business and Transportation Agency of the State of California; pursuant to California Government Code Sections 65080, et seq.

3.2.5. The regional planning representative, as designated by the parties hereto, for the purpose of acting upon any appropriate proposals which may be presented to the StanCOG Policy Board of Directors for consideration, or which the StanCOG Policy Board of Directors may elect to take up, and for transmission of proposed recommendations to Federal, State, and local agencies, including, but not limited to the member entities of StanCOG.

3.2.6. The Congestion Management Agency (CMA) as designated by the Stanislaus County Board of Supervisors, pursuant to California Government Code Sections 65088, et seq.

3.2.7. The Abandoned Vehicle Authority (AVA) as designated by the Stanislaus County Board of Supervisors, pursuant to California Vehicle Code, Section 22710(a).

#### 4. COOPERATION

The Parties to this Agreement pledge full cooperation and agree to assign representatives to serve as official members of the StanCOG Policy Board or any committee or subcommittee thereof, which members shall act for and on behalf of their Cities or the County in any and all matters which shall come before StanCOG, subject to any necessary and legal approvals of their acts by the legislative bodies of the Cities and the County.

#### 5. MEMBER AGENCIES.

StanCOG shall be composed of the County of Stanislaus and the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford, together hereinafter referred to as the Member Agencies.

#### 6. BOARD AND VOTING

6.1. Board. The Stanislaus Council of Governments shall be governed by a Board of Directors, herein referred to as the StanCOG Policy Board, the members of which shall be appointed by the Member Agencies as follows.

6.1.1. Five members of the Board of Supervisors of the County of Stanislaus, with each member having one vote.

6.1.2. Three members from the Modesto City Council, with each member having one vote.

6.1.3. One (1) member from each of the City Councils of Ceres, Hughson, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford (with the Mayor an eligible member), and each member having one (1) vote.

6.1.4. A representative or his or her alternate must be present to vote.

6.2. Appointment and Term of Office. Members shall be appointed by the governing body of each Party and shall serve at the pleasure of their appointing body or until their respective successors are appointed. The term of office of each representative and alternate representative, should the alternate be an elected official, shall correspond with his or her term of office on the legislative body he or she represents. If a vacancy occurs, it shall be filled by a new appointment made by the appropriate Member Agency.

6.3. Alternate Representatives. Each Member Agency shall designate at least one alternate representative. Said alternates need not be elected officials of the member, however, the County Chief Executive Officer and the Modesto City Manager are not eligible to be designated as alternates. Members may designate more than one alternate for each representative, as deemed prudent by that member. To be eligible to cast the vote of the member, alternates must be designated, and notice of said designation given to the StanCOG Executive Director, at least twenty-four (24) hours prior to the first meeting at which that alternate is to attend on behalf of the Member Agency's designated Representative.

6.4. Quorum and Majority Requirements. The presence of at least one (1) representative, or in the absence of a representative his or her alternate, from a majority of the Member Agencies, shall constitute a quorum. A quorum shall be necessary for the purpose of conducting official business. A two-thirds majority of those present shall be required to approve all expenditures. For all other business, a majority vote of those present shall be sufficient. A roll call vote shall be conducted at the request of any representative.

6.5. Meeting Time and Place. The Stanislaus Council of Governments shall establish a time and place for regular Policy Board meetings. All meetings shall be conducted in accordance with the Ralph M. Brown Act, California Government Code, section 54950 et seq.

## 7. EXECUTIVE COMMITTEE

7.1. Executive Committee. The Executive Committee shall consist of five (5) members of the StanCOG Policy Board: Two of the representatives from the County Board of Supervisors, to be appointed by and serve at the pleasure of the County Board of Supervisors; One of the representatives from the City of Modesto, to be appointed by and to serve at the pleasure of the City of Modesto and; Two representatives from among the other cities, said representatives to be chosen each year by the Policy Board members representing the cities other than Modesto. The Chairperson and Vice-Chairperson of the Policy Board shall be ex officio

two of the five members of the Executive Committee, representing their respective Member Agencies, and shall serve as the Chairperson and Vice-Chairperson of the Executive Committee.

7.2. Powers of Executive Committee. The Executive Committee shall have such powers as are not inconsistent with this Agreement and as delegated to it by the StanCOG By-laws or the StanCOG Policy Board.

7.3. Alternate Representatives. Each representative of the Member Agency that sits on the Executive Committee shall designate at least one alternate representative in the manner set forth in Section 6.3, except that each alternate shall be a member of the StanCOG Policy Board.

8. MANAGEMENT AND FINANCE COMMITTEE.

8.1. Management and Finance Committee. The Management and Finance Committee shall consist of the Chief Administrative Official for the County of Stanislaus, or his or her designee; and the City Manager/Administrator for the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford.

8.2. The Management and Finance Committee shall be operated in accordance with the Bylaws of the Policy Board attached hereto as Exhibit A.

9. SOCIAL SERVICES TRANSPORTATION ADVISORY COUNCIL

9.1. Social Services Transportation Advisory Council. The Social Services Transportation Advisory Council shall consist of the following members who are residents of Stanislaus County:

1. One representative of potential transit users who is 60 years of age or older.
2. One representative of potential transit users who are handicapped.
3. Two representatives of the local social service providers for seniors, including one representative of a social service transportation provider, if one exists.
4. Two representatives of local social service providers for the handicapped, including one representative of a social service transportation provider, if one exists.
5. One representative of a local social service provider for persons of limited means.
6. Two representatives from the local consolidated transportation service agency, designated pursuant to Subdivision (a) of Section 15975 of the Government Code, if one exists, including one representative from an operator, if one exists.

7. Up to two (2) additional representatives, if desired by StanCOG and appointed by the Executive Committee.

9.2. The Social Services Transportation Advisory Council shall be operated in accordance with the Bylaws of the Social Services Transportation Advisory Council attached hereto as Appendix I.

10. CITIZENS ADVISORY COMMITTEE

10.1. Citizens Advisory Committee. The Citizens Advisory Committee shall be comprised of ten (10) residents of Stanislaus County, one (1) from each of the Member Agencies.

10.2. The Citizens Advisory Committee shall be operated in accordance with the Bylaws of the Citizens Advisory Committee attached hereto as Appendix II.

11. BICYCLE / PEDESTRIAN ADVISORY COMMITTEE

11.1. Bicycle / Pedestrian Advisory Committee. The Bicycle/Pedestrian Advisory Committee shall be comprised of ten (10) residents of Stanislaus County, one (1) from each of the Member Agencies.

11.2. The Bicycle / Pedestrian Advisory Committee shall be operated in accordance with the Bylaws of the Bicycle / Pedestrian Advisory Committee attached hereto as Appendix III.

12. VALLEY VISION STANISLAUS STEERING COMMITTEE

12.1. Valley Vision Stanislaus Steering Committee. The Valley Vision Stanislaus Steering Committee shall be comprised of twenty-one (21) residents of Stanislaus County, one (1) from each of the Member Agencies, and one representative from: Citizens Advisory Committee, Policy Board, LAFCO, Health, Agriculture, Environment/Conservation, Economic Development, Building Industry, Transit User/Provider, Education and Environmental Justice.

12.2. The Valley Vision Stanislaus Steering Committee shall be operated in accordance with the Bylaws of the Valley Vision Stanislaus Steering Committee attached hereto as Appendix IV.

13. MEASURE L OVERSIGHT COMMITTEE

13.1. Measure L Oversight Committee. The Measure L Oversight Committee shall be comprised of one representative from each of the following jurisdictions: City of Ceres, City of Hughson, City of Modesto, City of Newman, City of Oakdale, City of Patterson, City of Riverbank, City of Turlock, City of Waterford and Stanislaus County. Members of the Measure

L Oversight Committee shall not be members of any other Local Transportation Authority or StanCOG committee(s).

13.2. The Measure L Oversight Committee shall be operated in accordance with the Bylaws of the Measure L Oversight Committee attached hereto as Appendix V.

#### 14. POWERS AND FUNCTIONS

14.1. Specific Functions. The Stanislaus Council of Governments shall have the common power of the Parties hereto to plan, establish, administer, and operate an independent area planning organization and in the exercise of that power the Stanislaus Council of Governments is authorized in its own name to:

14.1.1. Employ an Executive Director as the chief administrative officer of Stanislaus Council of Governments.

14.1.2. Employ agents and employees and contract for professional services.

14.1.3. Make and enter into contracts.

14.1.4. Acquire, hold and convey real and personal property, including the power to acquire property by eminent domain.

14.1.5. Undertake the planning, design, environmental clearance and construction of transportation and other projects.

14.1.6. Cooperate with other agencies, counties and other local public agencies and participate in joint projects as necessary.

14.1.7. Incur debts, obligations and liabilities.

14.1.8. Accept contributions, grants or loans from any public or private agency or individual, or the United States, the State of California or any department, instrumentality, or agency thereof, for the purpose of financing its activities.

14.1.9. Invest money that is not needed for immediate necessities, in the same manner and upon the same conditions as other local entities in accordance with Section 53601 of the California Government Code.

14.1.10. Have appointed members and ex-officio members of the Stanislaus Council of Governments serve without compensation from the Stanislaus Council of Governments, except that members of the StanCOG Policy Board may be reimbursed for all

reasonable expenses and costs relating to attendance at Stanislaus Council of Governments meetings or other Stanislaus Council of Governments business.

14.1.11. Sue and be sued, in its own name only, but not in the name or stead of any Member Agency.

14.1.12. Exercise any and all other powers as may be provided for in California Government Code Section 6547.

14.1.13. The Stanislaus Council of Governments is hereby designated by the parties to this Agreement as the regional review agency for the purposes of acting on any appropriate proposals which may be presented to it for consideration, and as the sole regional planning representative for transmission of proposed recommendations to the U.S. Department of Housing and Urban Development or such other agency of the Federal Government or State Government as may be designated to receive such recommendations from the Council, and as the area-wide planning organization (APO) for the County of Stanislaus as such APO is defined in pertinent State and/or Federal directives and regulations.

14.1.14. File, within 30 days of the effective date of this Agreement, a Notice of the Agreement with the office of the California Secretary of State, pursuant to California Government Code, section 6503.5

14.1.15. Do all other acts reasonable and necessary to carry out the purposes of this Agreement.

14.2. Limitation. The powers to be exercised by the Stanislaus Council of Governments are subject to such restrictions upon the manner of exercising such powers as are imposed upon the County in the exercise of similar powers.

14.3. Funds. StanCOG shall be held strictly accountable for all funds received, held and disbursed by it.

## 15. BYLAWS

15.1. Bylaws. The Bylaws of the Stanislaus Council of Governments shall be those attached to this Agreement marked "Exhibit A" and incorporated herein by reference. Amendments to all or a portion of the Bylaws may be made in the manner prescribed in the Bylaws.

## 16. EXECUTIVE DIRECTOR

16.1. Powers and Duties. The Executive Director shall be selected by, and shall serve at the pleasure of and upon the terms prescribed by the Stanislaus Council of Governments Policy Board. The powers and duties of the Executive Director are:



16.1.1. To serve as the chief administrative officer of StanCOG and to be responsible to the StanCOG Policy Board for the proper administration of all affairs.

16.1.2. To appoint, supervise, suspend, discipline or remove StanCOG employees subject to those policies and procedures, from time to time, adopted by the StanCOG Policy Board.

16.1.3. To supervise and direct the preparation of the annual budget for the StanCOG and be responsible for its administration after adoption by the StanCOG Policy Board.

16.1.4. To formulate and present to the StanCOG Policy Board plans for StanCOG activities and the means to finance them.

16.1.5. To supervise the planning and implementation of all StanCOG activities.

16.1.6. To attend all meetings of the StanCOG Policy Board and act as the secretary to the StanCOG Policy Board.

16.1.7. To prepare and submit to the StanCOG Policy Board periodic financial reports and, as soon as practicable after the end of each fiscal year, an annual report of the activities of StanCOG for the preceding year.

16.1.8. To have custody and charge of all StanCOG property other than money and securities.

16.1.9. To transmit to the Executive Director's successor all books and records of StanCOG in his or her possession.

16.1.10. To perform such other duties as the StanCOG Policy Board may require in carrying out the policies and directives of the Stanislaus Council of Governments Board.

## 17. TREASURER

17.1. Treasurer. The StanCOG Finance Director, or his/her designee, shall be the Treasurer of StanCOG.

17.2. Duties. The Treasurer shall:

17.2.1. Receive and receipt all money of StanCOG and place it in a designated financial institution approved by the StanCOG Policy Board to the credit of StanCOG.

17.2.2. Be responsible upon the Treasurer's official bond for the safekeeping and disbursement of all StanCOG money held by the Treasurer.

17.2.3. Pay, when due, out of money of StanCOG, all sums payable on outstanding bonds and coupons of StanCOG.

17.2.4. Pay any sums due from the StanCOG, from the StanCOG funds held by the Treasurer or any portion thereof, upon warrants of the Auditor-Controller designated herein.

17.2.5. Verify and report in writing as soon as possible after the first day of July, October, January, and April of each year to the StanCOG the amounts of monies the Treasurer holds for the StanCOG, the amount of receipts since the Treasurer's last report, and any interest accrued to those funds.

## 18. AUDITOR-CONTROLLER

18.1. Auditor-Controller. The StanCOG Finance Director, or his/her designee, shall be the Auditor -Controller for StanCOG.

18.2. Duties. The Auditor-Controller shall:

18.2.1. Draw warrants to pay demands against StanCOG when the demands have been approved by the StanCOG Policy Board and/or the StanCOG Executive Director. The Auditor -Controller shall be responsible on his/her official bond for the Auditor-Controller's approval of disbursements of StanCOG money.

18.2.2. Keep and maintain records and books of account on the basis of generally accepted accounting practices. The books of account shall include records of assets, liabilities, and contributions made by each Party to this Agreement.

18.2.3. Make available all the financial records of StanCOG to a certified public accountant or public accountant contracted by StanCOG to make an annual independent audit of the accounts and records of StanCOG. The minimum requirements of the audit shall be those prescribed by the State Controller for special districts under Section 26909 of the California Government Code and shall conform to generally accepted auditing standards.

18.3. Approvals. The Executive Director of the StanCOG and the Chairman of StanCOG Policy Board shall together have the power to approve to the auditor demands against StanCOG. The Vice-Chairman of StanCOG Policy Board shall be substituted in the absence or vacancy of either of the above officials.

19. FINANCING

19.1. Allocation of Financing. Each member shall contribute to the financial support of StanCOG. Each city's share of financial support shall be determined by the percentage its population has to the County as a whole. The County's share of financial support shall be determined by the percentage the population of the unincorporated areas of the County have to the County as a whole. Population is to be determined by the latest United States Decennial Census or later California State Department of Finance figures.

19.2. Annual Dues. The Policy Board may provide for annual dues to be paid by each member agency.

19.3. Fiscal Year. The fiscal year of StanCOG shall commence on July 1 of each year and shall terminate on June 30 of the following year. Each member shall deposit its share of financial support with the Treasurer of StanCOG no later than August 1 of each year.

19.4. Support from Member Agencies. A member agency in the exercise of the reasonable discretion of its governing body, may provide support for StanCOG, its staff, and its professional consultants, including providing quarters, janitorial services and maintenance, supplies, printing and duplication, postage, telephone services, transportation services, and the professional and technical assistance as may be agreed upon from time to time by StanCOG and the respective member agencies. All assistance shall be provided on an at-cost basis.

19.5. Other Support and Fees. The Stanislaus Council of Governments shall apply for available state federal, regional, and local support funds, and shall make new and additional applications from time to time as appropriate. If deemed necessary, the Stanislaus Council of Governments Board may also establish and collect filing and processing fees from non-members in connection with matters to be considered by it.

19.6. Measure L. In its role as the Stanislaus County Local Transportation Authority, StanCOG shall be empowered to levy and expend tax revenues authorized in the Stanislaus County Transportation Authority Ordinance #16-01, Measure L: Local Roads First Transportation Funding Measure, and approved as Measure L on November 8, 2016 by the voters of Stanislaus County. This empowerment shall exist so long as Ordinance #16-01, as may be amended, is in effect and shall terminate when all Ordinance #16-01 taxes have been levied and expended.

20. BOND REQUIREMENTS

20.1. Bond Requirement. The Executive Director and such other persons employed by the Stanislaus Council of Governments as may be designated by the Stanislaus Council of Governments Policy Board, shall file with the Stanislaus Council of Governments Policy Board an official fidelity bond in a penal sum determined by the Stanislaus Council of Governments Board as security for the safekeeping of the Stanislaus Council of Governments' property entrusted to the employee. However, if the Executive Director or other such persons

designated are already bonded by another agency, no additional bonding shall be required by this section. Premiums for any bonds required under this section shall be paid by the Stanislaus Council of Governments.

21. PARTIES LIABILITY

21.1. The debts, liabilities, and obligations of StanCOG shall not be debts, liabilities, or obligations of the Parties to this Agreement either singly or collectively.

22. ASSIGNABILITY

22.1. Assignability. With the approval of, and upon the terms agreed upon by, the governing body of each Party to this Agreement, all or any of the rights and property subject to this Agreement may be assigned to further the purpose of this Agreement. Provided, however, no right or property of StanCOG shall be assigned without compliance with all conditions imposed by any state or federal entity from which Stanislaus Council of Governments has received financial assistance.

23. WITHDRAWAL OF A PARTY

23.1. Notice. A Party to this Agreement may, at any time, withdraw from the Stanislaus Council of Governments, following 90 days notice to StanCOG and all other Member Agencies of StanCOG, by resolution of intent to withdraw adopted by the governing board of the withdrawing Party.

23.2. Effect of Withdrawal. Upon the effective date of such withdrawal such member shall cease to be bound by this Agreement, but shall continue to provide financial support through the approved percentage of planning funds provided to StanCOG, as Transportation Planning Agency under the provisions of Section 99233.2 of the Transportation Development Act. StanCOG assets representing any accumulated capital contribution of the withdrawing Party shall remain subject to StanCOG control, depreciation and use without compensation to the withdrawing party until termination of this Agreement and distribution of StanCOG assets.

23.3. Resumption of Membership. Any member agency which has withdrawn from StanCOG in accordance with the provisions of this Section 21 may resume its membership upon thirty (30) days' written notice to the then members, which notice may be waived by a majority vote of the StanCOG Policy Board.

24. TERMINATION AND DISSOLUTION

24.1. No Specific Term. This Agreement shall continue in force without specific term.

24.2. Termination. If, at any time, those Cities and County which are members of StanCOG contain less than 55% of the population residing within the area of Stanislaus County, based upon the latest available population estimates by the California Department of Finance, and there are less than a majority of local governments remaining as Member Agencies of StanCOG, StanCOG shall be deemed disestablished and this Agreement shall cease to be operative except for the purpose of payment of any obligations theretofore incurred.

24.3. Distribution of Assets. If this Agreement is terminated, all real and personal property owned by StanCOG shall be distributed to the Federal, State, or local funding agency or party to this Agreement that supplied the property or whose funding provided for the acquisition of the property unless other distribution is provided by law. Should the origin of any real or personal property be undeterminable, that property shall be disbursed to the Parties to this Agreement in proportion to the size of the jurisdiction as delineated in the latest California Department of Finance estimate of population.

24.4. Continues in Effect until Distribution. This Agreement shall not terminate until all property has been distributed in accordance with this provision.

## 25. RETURN OF SURPLUS FUNDS

25.1. Return of Surplus Funds. Upon termination of this Agreement, any surplus money on hand shall be returned, pro rata, to the Federal, State, or local agency or the party to this Agreement that provided the funds.

## 26. ADDITIONAL MEMBERS

26.1. Additional Members. In addition to the Cities identified in this Agreement, any city within Stanislaus County which may hereafter be incorporated and which desires to participate in the activities of StanCOG may do so by executing this Agreement without the prior approval or ratification of the named Parties to this Agreement and shall thereafter be a Party to this Agreement and be bound by all terms and conditions of this Agreement as of the date it executes this Agreement.

## 27. SUCCESSORS AND ASSIGNS

27.1. Successors and Assigns. This Agreement shall be binding upon and shall inure to the benefit of any successors to or assigns of the Parties.

## 28. SEVERABILITY

28.1. Severability. Should any part, term, portion, or provision of this Agreement be finally decided to be in conflict with any law of United States or the State of California, or otherwise be unenforceable or ineffectual, the validity of the remaining parts, terms, portions, or provisions shall be deemed severable and shall not be affected thereby, provided such remaining

portions or provisions can be construed in substance to constitute the Agreement which the Member Agencies intended to enter into in the first instance.

29. COUNTERPARTS

This Agreement may be executed in any number of counterparts, each of which when executed will be deemed to be an original and all of which, taken together, will be deemed to be one and the same instrument.

30. TITLES AND HEADING.

The Section titles and the headings of this Agreement are for convenience only and shall not be used in interpreting this Agreement.

31. EFFECTIVE DATE OF AGREEMENT

31.1. Effective Date. This Agreement shall become effective upon ratification by resolution of the Stanislaus County Board of Supervisors and each of the city councils of the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford. From and after said date the agreements made establishing the Stanislaus Area Association of Governments dated May 11, 1971 and May 20, 1974, and the Agreement Establishing the Stanislaus Council of Governments dated June 5, 2001, as amended December 12, 2007, April 5, 2016 and January 26, 2017 shall be superseded, replaced and terminated by this Agreement and shall be of no further force and effect.

32. AMENDMENTS

32.1. This Agreement may be amended upon ratification by resolution of 75% of the member agencies representing 75% of the population of the County of Stanislaus as determined by the most recent Decennial Census. For this purpose each incorporated city shall represent those people residing within its city limits and the Stanislaus County Board of Supervisors shall represent those people who reside in the unincorporated areas of the County.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement on the dates shown in the respective signature blocks.

**STANISLAUS COUNTY BOARD OF SUPERVISORS**

By: *Vito Chiesa*  
Vito Chiesa  
Chairman



ATTEST:

By: *Elizabeth A. King*  
Elizabeth A. King  
Clerk of County Board of Supervisors

Approved as to Legal Form:

By: *John P. Doering*  
John P. Doering  
County Counsel

**CITY OF CERES**

By: \_\_\_\_\_  
Chris Vierra  
Mayor

ATTEST:

By: \_\_\_\_\_  
Diane Nayares-Perez  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Tom Hallinan  
City Attorney

**CITY OF HUGHSON**

By: \_\_\_\_\_  
Jeramy Young  
Mayor

ATTEST:

By: \_\_\_\_\_  
Susana Diaz  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Daniel J. Schroeder  
City Attorney

**CITY OF MODESTO**

By: \_\_\_\_\_  
Ted Brandvold  
Mayor

ATTEST:

By: \_\_\_\_\_  
Stephanie Lopez  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Adam U. Lindgren  
City Attorney



**CITY OF NEWMAN**

By: \_\_\_\_\_  
Bob Martina  
Mayor

ATTEST:

By: \_\_\_\_\_  
Mike Maier  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Nubia Goldstein  
City Attorney

**CITY OF OAKDALE**

By: \_\_\_\_\_  
Pat Paul  
Mayor

ATTEST:

By: \_\_\_\_\_  
Kathy Teixeira, CMC  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Tom Hallinan  
City Attorney

**CITY OF PATTERSON**

By: \_\_\_\_\_  
Deborah M. Novelli  
Mayor

ATTEST:

By: \_\_\_\_\_  
Maricela Vela  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Tom Hallinan  
City Attorney

**CITY OF RIVERBANK**

By: \_\_\_\_\_  
Richard D. O'Brien  
Mayor

ATTEST:

By: \_\_\_\_\_  
Annabelle H. Aguilar, CMC  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Tom Hallinan  
City Attorney

**CITY OF TURLOCK**

By: \_\_\_\_\_  
Gary Soiseth  
Mayor

ATTEST:

By: \_\_\_\_\_  
Jennifer Land  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Phaedra A. Norton  
City Attorney

**CITY OF WATERFORD**

By: \_\_\_\_\_  
Michael Van Winkle  
Mayor

ATTEST:

By: \_\_\_\_\_  
Miranda Lutzow  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Corbett J. Browning  
City Attorney

**EXHIBIT "A"**

**STANISLAUS COUNCIL OF GOVERNMENTS  
AMENDED AND RESTATED BYLAWS**

**RECITALS:**

WHEREAS, it is deemed prudent to amend and restate the Bylaws of The Stanislaus Council of Governments. These Amended Bylaws, dated \_\_\_\_\_, shall supersede the previous Bylaws as amended April 10, 1974; July 10, 1974; November 10, 1976; December 12, 2007; April 5, 2016; and January 26, 2017.

**ARTICLE I  
NAME**

This joint powers agency shall be known as the STANISLAUS COUNCIL OF GOVERNMENTS ("StanCOG") and shall exercise its powers within the geographical area of the County of Stanislaus as set forth in the joint powers agreement entered into by the County and the Cities ("Party or collectively "Parties") establishing StanCOG.

**ARTICLE II  
MEETINGS**

Section 1: Regular and Special Meetings.

A. The StanCOG Policy Board shall hold a regular meeting on the third Wednesday of each month, at 6:00 p.m., or at a time, specified by the StanCOG Policy Board. Such regular meetings shall be for considering reports of the affairs of StanCOG and for transacting such other business as may be properly brought before the meeting. Any regular meeting may be rescheduled on an individual basis as to date, time and place, by motion of the StanCOG Policy Board, in the event of a conflict with holidays, Director's schedules, or similar matters, or, in the event of a lack of a quorum, as specified below. Notice of regular meetings shall be given to each representative and alternate representative at least ten (10) days prior to each meeting.

B. Special meetings may be called in accordance with the California Ralph M. Brown Act. Special meetings may be called by the Chairperson. No business except that specified in the notice shall be discussed at a special meeting.

C. All meetings shall be conducted in accordance with the Ralph M. Brown Act.

Section 2: Closed Sessions.

A. All information presented in closed session shall be confidential. Ex-Officio non-voting members shall not be permitted to attend closed sessions.

B. Under Government Code Section 54956.96, StanCOG adopts a joint powers agency limited disclosure policy as follows:

1. All information received by the legislative body of the local agency member in a closed session related to the information presented to StanCOG in closed session shall be confidential. However, a member of the legislative body of a member local agency may disclose information obtained in a closed session that has directed financial or liability implications for that local agency to the following individuals:

a) Legal counsel of that member local agency for purposes of obtaining advise on whether the matter has direct financial or liability implications for that member local agency.

b) Other members of the legislative body of the local agency present in a closed session of that member local agency.

2. Any designated alternate member of the legislative body of the joint powers agency who is also a member of the legislative body of a local agency member and who is attending a properly noticed meeting of the joint powers agency in lieu of a local agency member's regularly appointed member to attend closed sessions of the joint powers agency.

Section 3: Cancellation of Meetings.

The StanCOG Executive Director or the Chairperson of the StanCOG Policy Board may cancel any regular or special meeting of StanCOG except upon objection by any representative.

Section 4: Notice of Meetings.

A. Notice of regular meetings shall be in accordance with the Ralph M. Brown Act. The StanCOG Executive Director or the Chairperson of the StanCOG Policy Board shall direct the publication of notices of all meetings, public hearings, etc., as required by the California Government Code. Such notices shall specify the place, the day, and the hour of the meeting and accompanying the notice shall be a copy of the agenda for that meeting.

B. In the case of special meetings, the written notice shall specify the specific nature of the business to be transacted and shall be in accordance with the Ralph M. Brown Act.

Section 5: Committee Meetings.

Except as herein or otherwise provided, the Standing Committees of StanCOG shall meet on the call of their Chairperson. Notice of committee meetings shall be in accordance with the Ralph M. Brown Act.

Section 6. Quorum.

A quorum for conducting all matters of business shall be the presence of at least one (1) representative, or the alternate, from a majority of the Member Agencies. A two-thirds majority of those present shall be required to approve all expenditures.

Section 7. Voting.

A. Voting shall only be conducted at properly noticed meetings where a quorum has been established and members are physically present, except as provided in Government Code Section 54953 for teleconferencing.

B. Voting shall be by voice, show of hands, or roll call vote. Any Director may request a roll call vote.

C. In all cases, a vote to “abstain” shall be counted as an “aye” vote unless there is a majority vote to defeat the motion and then the vote to abstain shall be counted as a “no” vote.

Section 8: Lack of a Quorum.

A. If less than a quorum of the Directors are present at any properly called regular, adjourned regular, special, or adjourned special meeting, the member(s) who are present may adjourn the meeting to a time and place specified in the order of adjournment. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was to have been held within 24 hours after adjournment.

B. If all the members are absent from any regular or adjourned regular meeting, the Executive Director may so adjourn the meeting and post the order or notice of adjournment as provided, and additionally shall cause a written notice of the adjournment to be given in the same manner as for a notice of a special meeting.

C. If the notice or order of adjournment fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for the regular meeting of StanCOG.

Section 9. Agenda.

Any Director or the Executive Director may cause an item to be placed on the agenda.

Section 10. Adjournment.

Except as provided in Section 8 above, a meeting may be adjourned by the presiding officer's own action; however, any Director may object to such adjournment by the presiding officer and then a motion and action is required in order to adjourn the meeting in accordance with Robert's Rules of Order.

**ARTICLE III**  
**CONDUCT OF MEETINGS**

Section 1: General Conduct.

Except as herein or otherwise provided, ROBERTS RULES OF ORDER shall govern all proceedings of StanCOG. In any event, all proceedings and conduct of the meetings shall be in full compliance with the State of California Government Code.

Section 2. Decorum

All Directors, and staff, shall conduct themselves in accordance with Robert's Rules of Order and in a civil and polite manner toward other board members, employees, and the public. Using derogatory names, interrupting the speaker having the floor, or being disorderly or disruptive, are prohibited actions. If any meeting is willfully interrupted by any individual so as to render the orderly conduct of that meeting infeasible, that individual may be removed from the meeting. If any group or groups of persons willfully interrupts a meeting so as to render the orderly conduct of that meeting infeasible, the presiding officer, or a majority of the Policy Board, may clear the meeting room in accordance with Government Code Section 54957.9.

Section 3: Voting Authorization.

All votes shall be cast by the person or persons authorized to do so by the member which they represent. Such authorization shall be made known to the Executive Director of StanCOG at least twenty-four hours prior to the meeting. No proxy, absentee, or fractional votes may be cast.

**ARTICLE IV**  
**EXECUTIVE SESSIONS**

Section 1: Executive Sessions.

Executive sessions shall be held in conformance with the Government Code of the State of California.

**ARTICLE V**  
**OFFICERS**

Section 1: Chair.

A. The representatives of StanCOG shall elect from among their members a Chair of the Policy Board. The Chair shall serve a one-year term of office beginning at the first regular meeting of each calendar year. The Chair may serve more than one (1) term if re-elected by the Policy Board.

B. The Chair shall preside at all meetings of the Policy Board and such other meetings approved by the Policy Board.

C. The Chair shall serve as the official spokesperson for the Policy Board.

D. The Chair shall appoint such committees and other working groups as prescribed by the Policy Board.

E. The Chair shall designate Directors or others to represent the Policy Board at various meetings, hearings, and conferences.

F. The Chair shall perform such other duties as necessary to carry out the work of the Policy Board or as prescribed by law.

Section 2: Vice-Chair.

A. The representatives of StanCOG shall elect from among their members a Vice-Chair of the Policy Board. The Vice-Chair shall serve a one-year term of office beginning at the first regular meeting in each calendar year. The Vice-Chair may serve more than one (1) term if re-elected by the Policy Board.

B. The Vice-Chair shall act in the place of and have all the powers and duties of the Chair in the absence of the Chair.

Section 3: Absences.

In the absence of both the Chair and the Vice-Chair, a majority of the Policy Board shall select a Director to serve as Chair Pro Tem.

Section 4: Secretary.

The Executive Director shall serve as the Secretary of the StanCOG Policy Board. The Secretary shall maintain a public record of the Policy Board's resolutions, transactions, findings, and determinations, and shall prepare agendas and minutes of each Regular and Special meeting of StanCOG.



Section 5: Vacancy.

Upon a vacancy occurring in the office of the Chair, the Vice-Chair shall assume the office of Chair for the balance of the unexpired term. Upon a vacancy occurring in the office of the Vice-Chair the representatives shall elect, from among their members, a Vice-Chair to serve the balance of the unexpired term.

**ARTICLE VI**  
**COMMITTEES**

Section 1: Standing Committees.

The Standing Committees of StanCOG shall be:

A. Executive Committee.

The Executive Committee shall consist of five (5) members of the StanCOG Policy Board: Two of the representatives from the Stanislaus County Board of Supervisors, to be appointed by and serve at the pleasure of the Stanislaus County Board of Supervisors; One of the representatives from the City of Modesto, to be appointed by and to serve at the pleasure of the City of Modesto City Council, and; Two representatives from among the other Cities, said representatives to be chosen each year by the Policy Board members representing the cities other than Modesto, and serve at the pleasure of these other cities. The Chairperson and Vice-Chairperson of the Policy Board shall be ex officio two of the five members of the Executive Committee, representing their respective Member Agencies, and shall serve as the Chairperson and Vice-Chairperson of the Executive Committee.

The Executive Committee shall be operated in accordance with the Bylaws of the Policy Board.

B. Management and Finance Committee.

The Management and Finance Committee shall consist of the Chief Administrative Official for the County of Stanislaus, or his or her designee; and the City Manager/Administrator for the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford.

The Management and Finance committee shall be operated in accordance with the Bylaws of the Policy Board.

C. Social Services Transportation Advisory Council.

The Social Services Transportation Advisory Council shall consist of the following members who are residents of Stanislaus County:

1. One representative of potential transit users who is 60 years of age or older.
2. One representative of potential transit users who is handicapped.
3. Two representatives of the local social service providers for seniors, including one representative of a social service transportation provider, if one exists.
4. Two representatives of local social service providers for the handicapped, including one representative of a social service transportation provider, if one exists.
5. One representative of a local social service provider for persons of limited means.
6. Two representatives from the local consolidated transportation service agency, designated pursuant to Subdivision (a) of Section 15975 of the Government Code, if one exists, including one representative from an operator, if one exists.
7. Up to two (2) additional representatives, if desired by StanCOG and appointed by the Executive Committee.

The Social Services Transportation Advisory Committee shall be operated in accordance with the Bylaws of the Social Services Transportation Advisory Committee.

D. Citizens Advisory Committee.

The Citizens Advisory Committee shall be comprised of ten (10) residents of Stanislaus County, one (1) from each of the Member Agencies.

The Citizens Advisory Council shall be operated in accordance the Bylaws of the Citizens Advisory Council.

E. Bicycle / Pedestrian Advisory Committee .

The Bicycle/Pedestrian Advisory Committee shall be comprised of ten (10) residents of Stanislaus County, one (1) from each of the Member Agencies.

The Bicycle/Pedestrian Advisory Committee shall be operated in accordance with the Bylaws of the Bicycle/Pedestrian Advisory Committee.

F. Valley Vision Stanislaus Steering Committee.

The Valley Vision Stanislaus Steering Committee shall be comprised of up to twenty-one (21) members which shall consist of Tier I and Tier II members as follows:

Tier I Members: One representative (Planning Director or his/her designee) from each of the ten (10) Member Agencies (Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, Waterford, and Stanislaus County); one (1) representative (Executive Officer or his/her designee) from LAFCO; one (1) representative from the Policy Board.

Tier II Members: One representative may be appointed as needed from each of the following: Citizens Advisory Committee, Health Industry, Agriculture Industry, Environment/Conservation, Economic Development, Building Industry, Transit User/Provider, Education and Environmental Justice.

The Valley Vision Stanislaus Steering Committee shall be operated in accordance with the Bylaws of the Valley Vision Stanislaus Steering Committee.

G. Measure L Oversight Committee.

Measure L Oversight Committee. The Measure L Oversight Committee shall be comprised of one representative from each of the following jurisdictions: City of Ceres, City of Hughson, City of Modesto, City of Newman, City of Oakdale, City of Patterson, City of Riverbank, City of Turlock, City of Waterford and Stanislaus County. Members of the Measure L Oversight Committee shall not be members of any other Local Transportation Authority or StanCOG committee(s).

The Measure L Oversight Committee shall be operated in accordance with the Bylaws of the Measure L Oversight Committee attached hereto as Appendix V.

Section 2: Special Committees.

The Chair of the Policy Board or Directors may appoint additional committees as may be necessary or desirable.

**ARTICLE VII**  
**FINANCIAL DETERMINATIONS**

Section 1: Withdrawal.

A member of StanCOG that withdraws from StanCOG shall not have its financial contribution refunded.

Section 2: Newly Incorporated Cities.

Any newly incorporated city which becomes a member of StanCOG after the commencement of a fiscal year shall not be required to contribute financially to StanCOG until the subsequent fiscal year, providing that the said newly incorporated city becomes a member of StanCOG within one (1) year of its incorporation date.

Section 3: Other Political Entities.

Any other political entity which becomes a member of StanCOG after the commencement of a fiscal year shall contribute to StanCOG that amount which it would have contributed had it been a member at the commencement of the fiscal year.

**ARTICLE VIII**  
**REFERRALS**

StanCOG may accept by letter or resolution referrals for study and report from any duly constituted advisory or legislative body or their representatives. Reports will be made and returned to the referring body within a reasonable time.

**ARTICLE IX**  
**REPORTS**

StanCOG shall render a written report on its activities at the end of each fiscal year of operation to each legislative body which is a Member Agency of StanCOG.

**ARTICLE X**  
**INITIATIVE**

StanCOG may, upon its own initiative, institute action to carry out any routine or special study or project.

**ARTICLE XI**  
**COORDINATION**

It is the policy of StanCOG to establish technical and advisory liaison with all other agencies and bodies seeking to improve the quality of planning, health, safety, welfare and governmental services for the Stanislaus Regional Area.

**ARTICLE XII**  
**TRANSMITTAL OF PLANNING INFORMATION**

StanCOG hereby approves as a regular operating procedure the transmittal of planning information to the individual Boards of Supervisors, City Councils, County and City Planning Commissions, the California State Office of Planning, and any other duly constituted regional area, metropolitan, or other Planning Commission which may request in writing such information.

**ARTICLE XIII**  
**AMENDMENTS**

Section 1: These Bylaws may be amended by a two-thirds vote of those representatives voting at a Regular Meeting of the StanCOG Policy Board.

Section 2: Amendments to these Bylaws may be proposed by any representative of StanCOG.

Section 3: In no case shall a vote on a proposed amendment be conducted unless the proposed amendment has been submitted in writing by the Secretary to the representatives and alternate representatives at least fifteen (15) days prior to the meetings.

**APPENDIX I**

**STANISLAUS COUNCIL OF GOVERNMENTS  
SOCIAL SERVICES TRANSPORTATION ADVISORY COUNCIL**

**BYLAWS**

**ARTICLE I  
FUNCTION**

Section 1: The Social Services Transportation Advisory Council (SSTAC) shall be a standing committee of the Stanislaus Council of Governments. The Committee shall advise the StanCOG Policy Board and have the following responsibilities:

1. Annually participate in the identification of transit needs in the jurisdiction, including unmet transit needs that may exist within the jurisdiction of the Stanislaus Council of Governments, and that may be reasonable to meet by establishing or contracting for new public transportation or specialized transportation services or by expanding existing services.
2. Annually review and recommend action by StanCOG for the area within StanCOGs jurisdiction which finds by resolution, that:
  - A. there are no unmet transit needs; or
  - B. there are no unmet transit needs that are reasonable to meet; or
  - C. there are unmet transit needs, including needs that are reasonable to meet.
3. Advise StanCOG on any other major transit issues, including the coordination and consolidation of specialized transportation services.

**ARTICLE II  
MEMBERSHIP**

Section 1: The Social Services Transportation Advisory Council shall consist of the following members who are residents of Stanislaus County:

1. One representative of potential transit users who is 60 years of age or older.
2. One representative of potential transit users who is handicapped.

3. Two representatives of the local social service providers for seniors, including one representative of a social service transportation provider, if one exists.
4. Two representatives of local social service providers for the handicapped, including one representative of a social service transportation provider, if one exists.
5. One representative of a local social service provider for persons of limited means.
6. Two representatives from the local consolidated transportation service agency, designated pursuant to Subdivision (a) of Section 15975 of the Government Code, if one exists, including one representative from an operator, if one exists.
7. Up to two (2) additional representatives, if desired by StanCOG and appointed by the Executive Committee.

Section 2: A quorum shall constitute one-half (1/2) plus one (1) of the current membership.

Section 3: Any qualified resident of Stanislaus County may apply for membership on the Social Services Transportation Advisory Council. The Secretary of StanCOG shall maintain a current list of all applicants. Each application for membership on the Social Services Transportation Advisory Council shall be valid for a period of two years. After this time, the applicant's name may be removed from the list of applicants.

Section 4: The Executive Committee of StanCOG shall appoint, from the list of applicants, the members of the Social Services Transportation Advisory Council.

### **ARTICLE III** **TERM OF OFFICE**

Section 1: Of the initial appointments to the Social Services Transportation Advisory Council, one-third of them shall be for a one-year term, one-third shall be for a two-year term, and one-third shall be for a three-year term.

Section 2: Subsequent to the initial appointment, the term of appointment shall be for three years, which may be renewed for additional three-year terms.

### **ARTICLE IV** **MEETINGS**

Section 1: The Policy Board shall establish a regular place and time for meetings of the Social Services Transportation Advisory Council, in consultation of the Committee members.

Section 2: The Executive Director may designate agenda items for any meetings of the Committee. The members of the Committee may also designate agenda items for consideration by the Committee.

**ARTICLE V**  
**ATTENDANCE**

The members of the Social Services Transportation Advisory Council will be expected to attend the meetings of the Council on a regular basis. Any member of the Council who has three consecutive un-notified absences, four consecutive notified absences, or five absences in any one calendar year, may be dismissed from the Council.

**ARTICLE VI**  
**REMOVAL**

The Executive Committee of StanCOG may, at any time, recommend the removal of any member of the Social Services Transportation Advisory Council. A majority vote of the members of the Policy Board Executive Committee shall be required to approve any removal.

**ARTICLE VII**  
**OFFICERS, RULES, AND PROCEDURES**

Section 1: The Social Services Transportation Advisory Council shall elect from among its membership a Chair, and a Vice-Chair. The term of office shall be for one year.

Section 2: The Social Services Transportation Advisory Council shall adopt rules and procedures for its meetings. These rules and procedures shall be subject to approval by the StanCOG Policy Board. The Social Services Transportation Advisory Council shall conduct all proceedings in conformity with Robert's Rules of Order and the Brown Act.

Section 3: All references to "year" shall refer to the StanCOG fiscal year, July 1 through June 30.

**ARTICLE VIII**  
**STAFF**

The Executive Director of StanCOG, or his or her appointee, shall serve as the Secretary of the Social Services Transportation Advisory Council and shall provide the Social Services Transportation Advisory Council with appropriate staff assistance.



**ARTICLE IX**  
**FINANCING**

Section 1: Except as specifically provided by the StanCOG Policy Board, the members of the Social Services Transportation Advisory Council shall receive no compensation for their service.

Section 2: The Policy Board shall provide the Committee with the financial support StanCOG deems necessary for the successful functioning of the Social Services Transportation Advisory Council.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

Changes or amendments to these Bylaws shall be approved by two-thirds (2/3) of the members of the Social Services Transportation Advisory Council present and voting at a regular meeting of the Social Services Transportation Advisory Council, and shall be subject to the majority approval of the Stanislaus Council of Governments Policy Board members present and voting at a regular meeting of the StanCOG Policy Board. In no case shall a vote on a proposed amendment be conducted unless the said proposed amendment has been submitted in writing to the members of the Social Services Transportation Advisory Council at least fifteen (15) days prior to the meeting at which a vote is to be taken.

**APPENDIX II**

**STANISLAUS COUNCIL OF GOVERNMENTS  
CITIZENS ADVISORY COMMITTEE BYLAWS**

**ARTICLE I**  
**FUNCTION**

Section 1: The Citizens Advisory Committee (CAC) shall be a standing committee of the Stanislaus Council of Governments. The Committee shall advise the StanCOG Policy Board on matters related to transportation from the public's perception and transportation activities affecting the general public.

**ARTICLE II**  
**MEMBERSHIP**

Section 1: The Citizens Advisory Committee shall be comprised of ten (10) residents of Stanislaus County. A quorum shall constitute one-half (1/2) plus one (1) of the current membership.

Section 2: The ten members of the Committee shall consist of one representative from each of the following jurisdictions:

City of Ceres	City of Hughson
City of Modesto	City of Newman
City of Oakdale	City of Patterson
City of Riverbank	City of Turlock
City of Waterford	Stanislaus County

Section 3: Any resident of Stanislaus County may apply for membership on the Citizens Advisory Committee. The Secretary of StanCOG shall maintain a current list of all applicants. Each application for membership on the Committee shall be valid for a period of two (2) years. After this time, the applicant's name may be removed from the list of applicants.

Section 4: The Policy Board's Executive Committee shall appoint from the list of applicants the members of the Citizens Advisory Committee.

Section 5: When making Citizen's Advisory Committee appointments, the Policy Board's Executive Committee shall attempt to fill vacancies on the Committee by appointing members from an agency or jurisdiction that is not already represented on the Committee. The

Executive Committee shall also consider obtaining a balance of views and a cross-section of county interests.

**ARTICLE III**  
**TERM OF OFFICE**

Section 1: Each appointment to the Committee shall be for a term of four (4) years.

Section 2: In no case shall any member of the Committee serve on the Committee longer than eight (8) consecutive years.

**ARTICLE IV**  
**MEETINGS**

Section 1: The Policy Board shall establish a regular place and time for meetings of the committee, in consultation of the Committee members.

Section 2: The Executive Director may designate agenda items for any meetings of the Committee. The members of the Committee may also designate agenda items for consideration by the Committee.

**ARTICLE V**  
**ATTENDANCE**

The members of the Citizens Advisory Committee will be expected to attend the meetings of the Committee on a regular basis. Any member of the Committee who has three consecutive un-notified absences, four consecutive notified absences, or five absences in any one calendar year, may be dismissed from the Committee.

**ARTICLE VI**  
**REMOVAL**

The Executive Committee may, at any time, recommend the removal of any member of the Citizens Advisory Committee. A majority vote of the members of the Policy Board Executive Committee shall be required to approve any removal.

**ARTICLE VII**  
**OFFICERS, RULES, AND PROCEDURES**

Section 1: The Citizens Advisory Committee shall elect from among its membership a Chair, and a Vice-Chair. The term of office shall be one year.

Section 2: The Citizens Advisory Committee shall adopt rules and procedures for its meetings. These rules and procedures shall be subject to approval by the StanCOG Policy Board.

The Committee shall conduct all proceedings in conformity with Robert's Rules of Order and the Brown Act.

Section 3: All references to "year" shall refer to the StanCOG fiscal year, July 1 through June 30.

**ARTICLE VIII**  
**STAFF**

The Executive Director of StanCOG, or his or her appointee, shall serve as the Secretary of the Citizens Advisory Committee and shall provide the Committee with appropriate staff assistance.

**ARTICLE IX**  
**FINANCING**

Section 1: Except as specifically provided by the Policy Board, the members of the Citizens Advisory Committee shall receive no compensation for their service.

Section 2: The Policy Board shall provide the Committee with the financial support deemed necessary for the successful functioning of the Committee.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

Changes or amendments to these Bylaws shall be approved by two-thirds (2/3) of the members of the Committee present and voting at a regular meeting of the Committee, and shall be subject to the majority approval of the Stanislaus Council of Governments Policy Board members voting at a regular meeting of the StanCOG Policy Board. In no case shall a vote on a proposed amendment be conducted unless the proposed amendment has been submitted in writing to the members of the committee at least fifteen (15) days prior to the meeting at which a vote is to be taken.

**APPENDIX III**

**STANISLAUS COUNCIL OF GOVERNMENTS  
BICYCLE AND PEDESTRIAN ADVISORY COMMITTEE BYLAWS**

**ARTICLE I**  
**FUNCTION**

The Bicycle and Pedestrian Advisory Committee (BPAC) shall be a standing committee of the Stanislaus Council of Governments. The Committee shall advise the StanCOG Policy Board on all matters related to bicycle and pedestrian needs or concerns and advise on the development of StanCOG's Non-motorized Transportation Plan.

**ARTICLE II**  
**MEMBERSHIP**

Section 1: The Bicycle and Pedestrian Advisory Committee shall be comprised of ten (10) residents of Stanislaus County. A quorum shall constitute one-half (1/2) plus one (1) of the current membership.

Section 2: The ten members of the Committee shall consist of one representative from each of the following jurisdictions:

City of Ceres	City of Hughson
City of Modesto	City of Newman
City of Oakdale	City of Patterson
City of Riverbank	City of Turlock
City of Waterford	Stanislaus County

Section 3: Any resident of Stanislaus County may apply for membership on the Bicycle and Pedestrian Advisory Committee. The Secretary of StanCOG shall maintain a current list of all applicants. Each application for membership on the Committee shall be valid for a period of two (2) years. After this time, the applicant's name may be removed from the list of applicants.

Section 4: The Policy Board's Executive Committee shall appoint from the list of applicants the members of the Bicycle and Pedestrian Advisory Committee.

Section 5: When making Bicycle and Pedestrian Advisory Committee appointments, the Policy Board's Executive Committee shall attempt to fill vacancies on the Committee by appointing members from an agency or jurisdiction that is not already represented on the Committee. The Executive Committee shall also consider obtaining a balance of views and a

cross-section of county interests.

Section 6: The following agencies are invited to have members attend meetings of the BPAC and share their expertise, as non-voting members.

- Various City agencies having an interest in non-motorized transportation
- Stanislaus County [Department of Public Works, Traffic Engineering, or related departments]
- California Department of Transportation [CalTrans]
- Stanislaus County-based bicycling or pedestrian organizations

Section 7: Any appointment term shall commence as of the date of appointment.

### **ARTICLE III** **TERM OF OFFICE**

Section 1: Each appointment to the Committee shall be for a term of four (4) years.

Section 2: In no case shall any member of the Committee serve on the Committee longer than eight (8) consecutive years.

### **ARTICLE IV** **MEETINGS**

Section 1: The Policy Board shall establish a regular place and time for meetings of the Committee, in consultation of the Committee members.

Section 2: The Executive Director may designate agenda items for any meetings of the Committee. The members of the Committee may also designate agenda items for consideration by the Committee.

### **ARTICLE V** **ATTENDANCE**

The members of the Bicycle and Pedestrian Advisory Committee are expected to attend the meetings of the Committee on a regular basis. Any member of the Committee who has three consecutive un-notified absences, four consecutive notified absences, or five absences in any one calendar year may be dismissed from the Committee.

### **ARTICLE VI** **REMOVAL**

The Policy Board Executive Committee may, at any time, recommend the removal of any member of the Bicycle and Pedestrian Advisory Committee. A majority vote of the members of the Policy Board Executive Committee shall be required to approve any removal.

**ARTICLE VII**  
**OFFICERS, RULES, AND PROCEDURES**

Section 1: The BPAC shall elect from among its membership a Chair, and a Vice-Chair. The term of office for each shall be one year.

Section 2: The BPAC shall adopt rules and procedures for its meetings. These rules and procedures shall be subject to approval by the StanCOG Policy Board. The Committee shall conduct all proceedings in conformity with Robert's Rules of Order and the Brown Act.

Section 3: All references to "year" shall refer to the California fiscal year, July 1 through June 30.

**ARTICLE VIII**  
**STAFF**

The Executive Director of StanCOG, or his or her appointee, shall serve as the Secretary of the Bicycle and Pedestrian Advisory Committee and shall provide the Committee with appropriate staff assistance.

**ARTICLE IX**  
**FINANCING**

Section 1: Except as specifically provided by the Policy Board, the members of the Bicycle and Pedestrian Advisory Committee shall receive no compensation for their service.

Section 2: The Policy Board shall provide the BPAC with the financial support deemed necessary for the successful functioning of the Committee.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

Changes or amendments to these Bylaws shall be approved by two-thirds (2/3) of the members of the BPAC voting at a regular meeting of the Committee, and shall be subject to the majority approval of the Stanislaus Council of Governments Policy Board members voting at a regular meeting of the StanCOG Policy Board. In no case shall a vote on a proposed amendment be conducted unless the proposed amendment has been submitted, in writing, to the members of the BPAC at least fifteen (15) days prior to the meeting at which a vote is to be taken.

**APPENDIX IV**

**STANISLAUS COUNCIL OF GOVERNMENTS**

**VALLEY VISION STANISLAUS STEERING COMMITTEE BYLAWS**

**ARTICLE I**  
**FUNCTION**

The Valley Vision Stanislaus Steering Committee (VVS) shall be a standing committee of the Stanislaus Council of Governments. The Committee shall advise the StanCOG Policy Board on issues related to the development of the Sustainable Communities Strategy (SCS) as part of the Regional Transportation Plan (RTP).

**ARTICLE II**  
**MEMBERSHIP**

Section 1: The Valley Vision Stanislaus Steering Committee shall be comprised of up to twenty-one (21) members. A quorum shall consist of one-half (1/2) plus one (1) of the current membership.

Section 2: The twenty-one (21) members of the Committee shall consist of Tier I and Tier II members.

Tier I Members:

One representative (Planning Director or his/her designee) from each of the 10 Member Agencies:

City of Ceres	City of Hughson
City of Modesto	City of Newman
City of Oakdale	City of Patterson
City of Riverbank	City of Turlock
City of Waterford	Stanislaus County

One representative (Executive Director or his/her designee) from LAFCO

One representative from the Policy Board

Tier II Members:

One representative may be appointed as needed from each of the following:



- Citizens Advisory Committee
- Health Industry
- Agriculture Industry
- Environment/Conservation
- Economic Development
- Building Industry
- Transit User/Provider
- Education
- Environmental Justice

**ARTICLE III**  
**TERM OF OFFICE**

Section 1: Tier I appointments shall not be subject to term restrictions or limits. Each Tier II appointment to the Committee shall be for a term of four (4) years.

Section 2: In no case shall any Tier II member of the Committee serve on the Committee longer than eight (8) consecutive years.

Section 3: Any appointment term shall commence as of the date of appointment.

**ARTICLE IV**  
**MEETINGS**

Section 1: The Policy Board shall establish a regular place and time for meetings of the Committee.

Section 2: The Executive Director may designate agenda items for any meetings of the Committee. The members of the Committee may also designate agenda items for consideration by the Committee.

**ARTICLE V**  
**ATTENDANCE**

The members of the Valley Vision Stanislaus Steering Committee are expected to attend the meetings of the Committee on a regular basis. Any Tier II member of the Committee who has three consecutive un-notified absences, four consecutive notified absences, or five absences in any one calendar year may be dismissed from the Committee.

**ARTICLE VI**  
**REMOVAL**

The Policy Board Executive Committee may, at any time, recommend the removal of any Tier II member of the Valley Vision Stanislaus Steering Committee. A majority vote of the members of the Policy Board Executive Committee shall be required to approve any removal.

**ARTICLE VII**  
**OFFICERS, RULES, AND PROCEDURES**

Section 1: The VVS shall elect from among its membership a Chair, and a Vice-Chair. The term of office for each shall be one year.

Section 2: The VVS shall adopt rules and procedures for its meetings. These rules and procedures shall be subject to approval by the StanCOG Policy Board. The Committee shall conduct all proceedings in conformity with Robert's Rules of Order and the Brown Act.

Section 3: All references to "year" shall refer to the California fiscal year, July 1 through June 30.

**ARTICLE VIII**  
**STAFF**

The Executive Director of StanCOG, or his or her appointee, shall serve as the Secretary of the Valley Vision Stanislaus Steering Committee and shall provide the Committee with appropriate staff assistance.

**ARTICLE IX**  
**FINANCING**

Section 1: Except as specifically provided by the Policy Board, the members of the Valley Vision Stanislaus Steering Committee shall receive no compensation for their service.

Section 2: The Policy Board shall provide the VVS with the financial support deemed necessary for the successful functioning of the Committee.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

Changes or amendments to these Bylaws shall be approved by two-thirds (2/3) of the members of the VVS voting at a regular meeting of the Committee, and shall be subject to the majority approval of the Stanislaus Council of Governments Policy Board members voting at a regular meeting of the StanCOG Policy Board. In no case shall a vote on a proposed amendment be conducted unless the proposed amendment has been submitted, in writing, to the members of the VVS at least fifteen (15) days prior to the meeting at which a vote is to be taken.

**APPENDIX V**

**STANISLAUS COUNCIL OF GOVERNMENTS  
MEASURE L OVERSIGHT COMMITTEE BYLAWS**

**AMENDED AND RESTATED JOINT POWERS AGREEMENT ESTABLISHING THE  
STANISLAUS COUNCIL OF GOVERNMENTS**

THIS AGREEMENT, made and entered into in the County of Stanislaus, State of California, this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_, is between the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford, all municipal corporations, and the County of Stanislaus, a political subdivision of the State of California. The municipal corporations are sometimes referred to individually as “City” and collectively as “Cities.” The County of Stanislaus is sometimes referred to as “County.” The Cities and County are sometimes referred to individually as a “Party” and collectively as “Parties.”

**WITNESSETH:**

1. **RECITALS.**

1.1. **Common Power.** Chapter 5 of Division 7 of Title 1 (Sections 6500, et seq.) of the California Government Code authorizes two (2) or more public agencies, by a joint powers agreement entered into respectively by them and authorized by their legislative or governing bodies, to exercise jointly any power or powers common to the contracting parties.

1.2. **Common Authority.** The City of Modesto, by virtue of its charter, and the Cities of Ceres, Hughson, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford, by virtue of California Government Code Section 65600 through 65604, inclusive, possess in common the authority:

1.2.1. To study, discuss, and develop solutions to area-wide problems of direct concern to the performance of their constitutional and statutory functions and to establish an area planning organization and expend public funds for these purposes.

1.2.2. To do all acts necessary to participate in federal programs and receive federal funds for health, education, welfare, public works, and community improvement activities, including contracting and cooperating with other agencies.

1.3. **Orderly Development.** The people residing within the incorporated and unincorporated areas of Stanislaus County have an interest in the orderly development of their communities.

1.4. **Independent Agency.** The continued growth and extensive development within the incorporated and unincorporated areas of Stanislaus County evidenced a need to create a wholly independent regional agency capable of dealing with area-wide issues and problems.

1.5. Predecessor. The foregoing need led to the creation and establishment of the Stanislaus Area Association of Governments on May 11, 1971, the subsequent approval of a Revised Joint Powers Agreement on May 28, 1974, and a subsequent approval of a Joint Powers Agreement establishing the Stanislaus Council of Governments on June 5, 2001.

1.6. Effects. The establishment of STANISLAUS COUNCIL OF GOVERNMENTS (hereinafter referred to as “StanCOG”) has:

1.6.1. Provided a forum to study and develop solutions to area-wide problems of mutual concern to the various governmental entities in Stanislaus County.

1.6.2. Provided efficiency and economy in governmental operations through the cooperation of member governments and the pooling of common resources.

1.6.3. Provided for the establishment of an agency responsible for identifying, planning, and developing solutions to regional problems requiring multijurisdictional cooperation.

1.6.4. Provided for the establishment of an agency capable of developing regional plans and policies and performing area-wide duties.

1.6.5. Facilitated cooperation among and agreement between local governmental bodies for specific purposes, interrelated development actions, and for the adoption of common policies with respect to issues and problems which are common to its members.

1.7. Amendment. The Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford and the County of Stanislaus, at this time, desire to amend that certain joint powers agreement of June 5, 2001, as subsequently amended on December 12, 2007, April 5, 2016 and January 26, 2017 and enter into this Amended and Restated Agreement in order to establish the duties and powers of the STANISLAUS COUNCIL OF GOVERNMENTS.

NOW, THEREFORE, IT IS MUTUALLY AGREED AS FOLLOWS:

2. STATEMENT OF PURPOSE

The member Cities and the County have joined together to establish the Stanislaus Council of Governments for the following purposes:

2.1. Area-Wide Opportunities. A number of opportunities and issues within the area are either area-wide in nature or have area-wide aspects or implications, including, but not limited to transportation, air quality, land use, economic development, job creation, and the reduction of unemployment.

2.2. Need. There is a demonstrated need for the establishment of an organization of the Cities and the County within the area to provide a forum for study and development of recommendations to area-wide problems of mutual interest and concern to the Cities and the County and to facilitate the development of policies and action recommendations for the solution of problems.

2.3. Independent Review. The Cities and the County wish to create an area-wide organization which will independently review and make comments to the member Cities and the County regarding projects which receive state or federal funding.

2.4. Elected Officials. The Cities and the County believe that an area-wide planning organization, governed solely by elected officials from the Cities and the County, with a staff independent of any City or the County, is best suited for area-wide planning and review.

2.5. Area-Wide Problems. The Cities and the County, working together through this organization, can exercise initiative, leadership, and responsibility for solving area-wide problems.

2.6. Allocation of Resources. The Cities and the County share common area-wide problems and issues, and at the same time, have different needs and priorities and are affected in different ways by these common area-wide problems and issues. The resources of StanCOG shall be allocated in a manner so that the needs of any portion of the area are not ignored, recognizing, however, that resources are limited and that not all needs can be met, nor all portions of the area assisted equally at any one time.

### 3. ESTABLISHMENT OF STANISLAUS COUNCIL OF GOVERNMENTS

3.1. Continued Public Entity. Upon the effective date of this Agreement, the Parties hereto hereby continue the STANISLAUS COUNCIL OF GOVERNMENTS, as a public entity separate and distinct from its member entities, as the agent to exercise the common powers provided for in this Agreement and to administer or otherwise execute this Agreement.

3.2. Continuation of Duties. StanCOG is the successor entity to the Area Association of Governments established in 1971, insofar as its predecessor entity has been designated, and insofar as legally authorized, it shall continue to function, without interruption in its duties, as:

3.2.1. The Local Transportation Authority (LTA) as designated by the Stanislaus County Board of Supervisors, pursuant to the Local Transportation Authority and Improvement Act set forth at California Public Utilities Code Sections 180,000, et seq.

3.2.2. The Area-wide Planning Organization (APO) as designated by the U.S. Department of Housing and Urban Development (HUD);

3.2.3. The Metropolitan Planning Organization (MPO) as designated by the U.S. Department of Transportation; pursuant to Title 23 of United States Code, Section 134 (23 USC 134) and Title 49 of the United States Code, Section 5303(b)(2).

3.2.4. The Regional Transportation Planning Agency (RTPA) as designated by the Secretary of Business and Transportation Agency of the State of California; pursuant to California Government Code Sections 65080, et seq.

3.2.5. The regional planning representative, as designated by the parties hereto, for the purpose of acting upon any appropriate proposals which may be presented to the StanCOG Policy Board of Directors for consideration, or which the StanCOG Policy Board of Directors may elect to take up, and for transmission of proposed recommendations to Federal, State, and local agencies, including, but not limited to the member entities of StanCOG.

3.2.6. The Congestion Management Agency (CMA) as designated by the Stanislaus County Board of Supervisors, pursuant to California Government Code Sections 65088, et seq.

3.2.7. The Abandoned Vehicle Authority (AVA) as designated by the Stanislaus County Board of Supervisors, pursuant to California Vehicle Code, Section 22710(a).

#### 4. COOPERATION

The Parties to this Agreement pledge full cooperation and agree to assign representatives to serve as official members of the StanCOG Policy Board or any committee or subcommittee thereof, which members shall act for and on behalf of their Cities or the County in any and all matters which shall come before StanCOG, subject to any necessary and legal approvals of their acts by the legislative bodies of the Cities and the County.

#### 5. MEMBER AGENCIES.

StanCOG shall be composed of the County of Stanislaus and the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford, together hereinafter referred to as the Member Agencies.

#### 6. BOARD AND VOTING

6.1. Board. The Stanislaus Council of Governments shall be governed by a Board of Directors, herein referred to as the StanCOG Policy Board, the members of which shall be appointed by the Member Agencies as follows.

6.1.1. Five members of the Board of Supervisors of the County of Stanislaus, with each member having one vote.

6.1.2. Three members from the Modesto City Council, with each member having one vote.

6.1.3. One (1) member from each of the City Councils of Ceres, Hughson, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford (with the Mayor an eligible member), and each member having one (1) vote.

6.1.4. A representative or his or her alternate must be present to vote.

6.2. Appointment and Term of Office. Members shall be appointed by the governing body of each Party and shall serve at the pleasure of their appointing body or until their respective successors are appointed. The term of office of each representative and alternate representative, should the alternate be an elected official, shall correspond with his or her term of office on the legislative body he or she represents. If a vacancy occurs, it shall be filled by a new appointment made by the appropriate Member Agency.

6.3. Alternate Representatives. Each Member Agency shall designate at least one alternate representative. Said alternates need not be elected officials of the member, however, the County Chief Executive Officer and the Modesto City Manager are not eligible to be designated as alternates. Members may designate more than one alternate for each representative, as deemed prudent by that member. To be eligible to cast the vote of the member, alternates must be designated, and notice of said designation given to the StanCOG Executive Director, at least twenty-four (24) hours prior to the first meeting at which that alternate is to attend on behalf of the Member Agency's designated Representative.

6.4. Quorum and Majority Requirements. The presence of at least one (1) representative, or in the absence of a representative his or her alternate, from a majority of the Member Agencies, shall constitute a quorum. A quorum shall be necessary for the purpose of conducting official business. A two-thirds majority of those present shall be required to approve all expenditures. For all other business, a majority vote of those present shall be sufficient. A roll call vote shall be conducted at the request of any representative.

6.5. Meeting Time and Place. The Stanislaus Council of Governments shall establish a time and place for regular Policy Board meetings. All meetings shall be conducted in accordance with the Ralph M. Brown Act, California Government Code, section 54950 et seq.

## 7. EXECUTIVE COMMITTEE

7.1. Executive Committee. The Executive Committee shall consist of five (5) members of the StanCOG Policy Board: Two of the representatives from the County Board of Supervisors, to be appointed by and serve at the pleasure of the County Board of Supervisors; One of the representatives from the City of Modesto, to be appointed by and to serve at the pleasure of the City of Modesto and; Two representatives from among the other cities, said representatives to be chosen each year by the Policy Board members representing the cities other than Modesto. The Chairperson and Vice-Chairperson of the Policy Board shall be ex officio



two of the five members of the Executive Committee, representing their respective Member Agencies, and shall serve as the Chairperson and Vice-Chairperson of the Executive Committee.

7.2. Powers of Executive Committee. The Executive Committee shall have such powers as are not inconsistent with this Agreement and as delegated to it by the StanCOG By-laws or the StanCOG Policy Board.

7.3. Alternate Representatives. Each representative of the Member Agency that sits on the Executive Committee shall designate at least one alternate representative in the manner set forth in Section 6.3, except that each alternate shall be a member of the StanCOG Policy Board.

## 8. MANAGEMENT AND FINANCE COMMITTEE.

8.1. Management and Finance Committee. The Management and Finance Committee shall consist of the Chief Administrative Official for the County of Stanislaus, or his or her designee; and the City Manager/Administrator for the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford.

8.2. The Management and Finance Committee shall be operated in accordance with the Bylaws of the Policy Board attached hereto as Exhibit A.

## 9. SOCIAL SERVICES TRANSPORTATION ADVISORY COUNCIL

9.1. Social Services Transportation Advisory Council. The Social Services Transportation Advisory Council shall consist of the following members who are residents of Stanislaus County:

1. One representative of potential transit users who is 60 years of age or older.
2. One representative of potential transit users who are handicapped.
3. Two representatives of the local social service providers for seniors, including one representative of a social service transportation provider, if one exists.
4. Two representatives of local social service providers for the handicapped, including one representative of a social service transportation provider, if one exists.
5. One representative of a local social service provider for persons of limited means.
6. Two representatives from the local consolidated transportation service agency, designated pursuant to Subdivision (a) of Section 15975 of the Government Code, if one exists, including one representative from an operator, if one exists.

7. Up to two (2) additional representatives, if desired by StanCOG and appointed by the Executive Committee.

9.2. The Social Services Transportation Advisory Council shall be operated in accordance with the Bylaws of the Social Services Transportation Advisory Council attached hereto as Appendix I.

10. CITIZENS ADVISORY COMMITTEE

10.1. Citizens Advisory Committee. The Citizens Advisory Committee shall be comprised of ten (10) residents of Stanislaus County, one (1) from each of the Member Agencies.

10.2. The Citizens Advisory Committee shall be operated in accordance with the Bylaws of the Citizens Advisory Committee attached hereto as Appendix II.

11. BICYCLE / PEDESTRIAN ADVISORY COMMITTEE

11.1. Bicycle / Pedestrian Advisory Committee. The Bicycle/Pedestrian Advisory Committee shall be comprised of ten (10) residents of Stanislaus County, one (1) from each of the Member Agencies.

11.2. The Bicycle / Pedestrian Advisory Committee shall be operated in accordance with the Bylaws of the Bicycle / Pedestrian Advisory Committee attached hereto as Appendix III.

12. VALLEY VISION STANISLAUS STEERING COMMITTEE

12.1. Valley Vision Stanislaus Steering Committee. The Valley Vision Stanislaus Steering Committee shall be comprised of twenty-one (21) residents of Stanislaus County, one (1) from each of the Member Agencies, and one representative from: Citizens Advisory Committee, Policy Board, LAFCO, Health, Agriculture, Environment/Conservation, Economic Development, Building Industry, Transit User/Provider, Education and Environmental Justice.

12.2. The Valley Vision Stanislaus Steering Committee shall be operated in accordance with the Bylaws of the Valley Vision Stanislaus Steering Committee attached hereto as Appendix IV.

13. MEASURE L OVERSIGHT COMMITTEE

13.1. Measure L Oversight Committee. The Measure L Oversight Committee shall be comprised of one representative from each of the following jurisdictions: City of Ceres, City of Hughson, City of Modesto, City of Newman, City of Oakdale, City of Patterson, City of Riverbank, City of Turlock, City of Waterford and Stanislaus County. Members of the Measure

L Oversight Committee shall not be members of any other Local Transportation Authority or StanCOG committee(s).

13.2. The Measure L Oversight Committee shall be operated in accordance with the Bylaws of the Measure L Oversight Committee attached hereto as Appendix V.

14. POWERS AND FUNCTIONS

14.1. Specific Functions. The Stanislaus Council of Governments shall have the common power of the Parties hereto to plan, establish, administer, and operate an independent area planning organization and in the exercise of that power the Stanislaus Council of Governments is authorized in its own name to:

14.1.1. Employ an Executive Director as the chief administrative officer of Stanislaus Council of Governments.

14.1.2. Employ agents and employees and contract for professional services.

14.1.3. Make and enter into contracts.

14.1.4. Acquire, hold and convey real and personal property, including the power to acquire property by eminent domain.

14.1.5. Undertake the planning, design, environmental clearance and construction of transportation and other projects.

14.1.6. Cooperate with other agencies, counties and other local public agencies and participate in joint projects as necessary.

14.1.7. Incur debts, obligations and liabilities.

14.1.8. Accept contributions, grants or loans from any public or private agency or individual, or the United States, the State of California or any department, instrumentality, or agency thereof, for the purpose of financing its activities.

14.1.9. Invest money that is not needed for immediate necessities, in the same manner and upon the same conditions as other local entities in accordance with Section 53601 of the California Government Code.

14.1.10. Have appointed members and ex-officio members of the Stanislaus Council of Governments serve without compensation from the Stanislaus Council of Governments, except that members of the StanCOG Policy Board may be reimbursed for all

reasonable expenses and costs relating to attendance at Stanislaus Council of Governments meetings or other Stanislaus Council of Governments business.

14.1.11. Sue and be sued, in its own name only, but not in the name or stead of any Member Agency.

14.1.12. Exercise any and all other powers as may be provided for in California Government Code Section 6547.

14.1.13. The Stanislaus Council of Governments is hereby designated by the parties to this Agreement as the regional review agency for the purposes of acting on any appropriate proposals which may be presented to it for consideration, and as the sole regional planning representative for transmission of proposed recommendations to the U.S. Department of Housing and Urban Development or such other agency of the Federal Government or State Government as may be designated to receive such recommendations from the Council, and as the area-wide planning organization (APO) for the County of Stanislaus as such APO is defined in pertinent State and/or Federal directives and regulations.

14.1.14. File, within 30 days of the effective date of this Agreement, a Notice of the Agreement with the office of the California Secretary of State, pursuant to California Government Code, section 6503.5

14.1.15. Do all other acts reasonable and necessary to carry out the purposes of this Agreement.

14.2. Limitation. The powers to be exercised by the Stanislaus Council of Governments are subject to such restrictions upon the manner of exercising such powers as are imposed upon the County in the exercise of similar powers.

14.3. Funds. StanCOG shall be held strictly accountable for all funds received, held and disbursed by it.

## 15. BYLAWS

15.1. Bylaws. The Bylaws of the Stanislaus Council of Governments shall be those attached to this Agreement marked "Exhibit A" and incorporated herein by reference. Amendments to all or a portion of the Bylaws may be made in the manner prescribed in the Bylaws.

## 16. EXECUTIVE DIRECTOR

16.1. Powers and Duties. The Executive Director shall be selected by, and shall serve at the pleasure of and upon the terms prescribed by the Stanislaus Council of Governments Policy Board. The powers and duties of the Executive Director are:

16.1.1. To serve as the chief administrative officer of StanCOG and to be responsible to the StanCOG Policy Board for the proper administration of all affairs.

16.1.2. To appoint, supervise, suspend, discipline or remove StanCOG employees subject to those policies and procedures, from time to time, adopted by the StanCOG Policy Board.

16.1.3. To supervise and direct the preparation of the annual budget for the StanCOG and be responsible for its administration after adoption by the StanCOG Policy Board.

16.1.4. To formulate and present to the StanCOG Policy Board plans for StanCOG activities and the means to finance them.

16.1.5. To supervise the planning and implementation of all StanCOG activities.

16.1.6. To attend all meetings of the StanCOG Policy Board and act as the secretary to the StanCOG Policy Board.

16.1.7. To prepare and submit to the StanCOG Policy Board periodic financial reports and, as soon as practicable after the end of each fiscal year, an annual report of the activities of StanCOG for the preceding year.

16.1.8. To have custody and charge of all StanCOG property other than money and securities.

16.1.9. To transmit to the Executive Director's successor all books and records of StanCOG in his or her possession.

16.1.10. To perform such other duties as the StanCOG Policy Board may require in carrying out the policies and directives of the Stanislaus Council of Governments Board.

## 17. TREASURER

17.1. Treasurer. The StanCOG Finance Director, or his/her designee, shall be the Treasurer of StanCOG.

17.2. Duties. The Treasurer shall:

17.2.1. Receive and receipt all money of StanCOG and place it in a designated financial institution approved by the StanCOG Policy Board to the credit of StanCOG.

17.2.2. Be responsible upon the Treasurer's official bond for the safekeeping and disbursement of all StanCOG money held by the Treasurer.

17.2.3. Pay, when due, out of money of StanCOG, all sums payable on outstanding bonds and coupons of StanCOG.

17.2.4. Pay any sums due from the StanCOG, from the StanCOG funds held by the Treasurer or any portion thereof, upon warrants of the Auditor-Controller designated herein.

17.2.5. Verify and report in writing as soon as possible after the first day of July, October, January, and April of each year to the StanCOG the amounts of monies the Treasurer holds for the StanCOG, the amount of receipts since the Treasurer's last report, and any interest accrued to those funds.

## 18. AUDITOR-CONTROLLER

18.1. Auditor-Controller. The StanCOG Finance Director, or his/her designee, shall be the Auditor -Controller for StanCOG.

18.2. Duties. The Auditor-Controller shall:

18.2.1. Draw warrants to pay demands against StanCOG when the demands have been approved by the StanCOG Policy Board and/or the StanCOG Executive Director. The Auditor -Controller shall be responsible on his/her official bond for the Auditor-Controller's approval of disbursements of StanCOG money.

18.2.2. Keep and maintain records and books of account on the basis of generally accepted accounting practices. The books of account shall include records of assets, liabilities, and contributions made by each Party to this Agreement.

18.2.3. Make available all the financial records of StanCOG to a certified public accountant or public accountant contracted by StanCOG to make an annual independent audit of the accounts and records of StanCOG. The minimum requirements of the audit shall be those prescribed by the State Controller for special districts under Section 26909 of the California Government Code and shall conform to generally accepted auditing standards.

18.3. Approvals. The Executive Director of the StanCOG and the Chairman of StanCOG Policy Board shall together have the power to approve to the auditor demands against StanCOG. The Vice-Chairman of StanCOG Policy Board shall be substituted in the absence or vacancy of either of the above officials.

19. FINANCING

19.1. Allocation of Financing. Each member shall contribute to the financial support of StanCOG. Each city's share of financial support shall be determined by the percentage its population has to the County as a whole. The County's share of financial support shall be determined by the percentage the population of the unincorporated areas of the County have to the County as a whole. Population is to be determined by the latest United States Decennial Census or later California State Department of Finance figures.

19.2. Annual Dues. The Policy Board may provide for annual dues to be paid by each member agency.

19.3. Fiscal Year. The fiscal year of StanCOG shall commence on July 1 of each year and shall terminate on June 30 of the following year. Each member shall deposit its share of financial support with the Treasurer of StanCOG no later than August 1 of each year.

19.4. Support from Member Agencies. A member agency in the exercise of the reasonable discretion of its governing body, may provide support for StanCOG, its staff, and its professional consultants, including providing quarters, janitorial services and maintenance, supplies, printing and duplication, postage, telephone services, transportation services, and the professional and technical assistance as may be agreed upon from time to time by StanCOG and the respective member agencies. All assistance shall be provided on an at-cost basis.

19.5. Other Support and Fees. The Stanislaus Council of Governments shall apply for available state federal, regional, and local support funds, and shall make new and additional applications from time to time as appropriate. If deemed necessary, the Stanislaus Council of Governments Board may also establish and collect filing and processing fees from non-members in connection with matters to be considered by it.

19.6. Measure L. In its role as the Stanislaus County Local Transportation Authority, StanCOG shall be empowered to levy and expend tax revenues authorized in the Stanislaus County Transportation Authority Ordinance #16-01, Measure L: Local Roads First Transportation Funding Measure, and approved as Measure L on November 8, 2016 by the voters of Stanislaus County. This empowerment shall exist so long as Ordinance #16-01, as may be amended, is in effect and shall terminate when all Ordinance #16-01 taxes have been levied and expended.

20. BOND REQUIREMENTS

20.1. Bond Requirement. The Executive Director and such other persons employed by the Stanislaus Council of Governments as may be designated by the Stanislaus Council of Governments Policy Board, shall file with the Stanislaus Council of Governments Policy Board an official fidelity bond in a penal sum determined by the Stanislaus Council of Governments Board as security for the safekeeping of the Stanislaus Council of Governments' property entrusted to the employee. However, if the Executive Director or other such persons

designated are already bonded by another agency, no additional bonding shall be required by this section. Premiums for any bonds required under this section shall be paid by the Stanislaus Council of Governments.

21. PARTIES LIABILITY

21.1. The debts, liabilities, and obligations of StanCOG shall not be debts, liabilities, or obligations of the Parties to this Agreement either singly or collectively.

22. ASSIGNABILITY

22.1. Assignability. With the approval of, and upon the terms agreed upon by, the governing body of each Party to this Agreement, all or any of the rights and property subject to this Agreement may be assigned to further the purpose of this Agreement. Provided, however, no right or property of StanCOG shall be assigned without compliance with all conditions imposed by any state or federal entity from which Stanislaus Council of Governments has received financial assistance.

23. WITHDRAWAL OF A PARTY

23.1. Notice. A Party to this Agreement may, at any time, withdraw from the Stanislaus Council of Governments, following 90 days notice to StanCOG and all other Member Agencies of StanCOG, by resolution of intent to withdraw adopted by the governing board of the withdrawing Party.

23.2. Effect of Withdrawal. Upon the effective date of such withdrawal such member shall cease to be bound by this Agreement, but shall continue to provide financial support through the approved percentage of planning funds provided to StanCOG, as Transportation Planning Agency under the provisions of Section 99233.2 of the Transportation Development Act. StanCOG assets representing any accumulated capital contribution of the withdrawing Party shall remain subject to StanCOG control, depreciation and use without compensation to the withdrawing party until termination of this Agreement and distribution of StanCOG assets.

23.3. Resumption of Membership. Any member agency which has withdrawn from StanCOG in accordance with the provisions of this Section 21 may resume its membership upon thirty (30) days' written notice to the then members, which notice may be waived by a majority vote of the StanCOG Policy Board.

24. TERMINATION AND DISSOLUTION

24.1. No Specific Term. This Agreement shall continue in force without specific term.



24.2. Termination. If, at any time, those Cities and County which are members of StanCOG contain less than 55% of the population residing within the area of Stanislaus County, based upon the latest available population estimates by the California Department of Finance, and there are less than a majority of local governments remaining as Member Agencies of StanCOG, StanCOG shall be deemed disestablished and this Agreement shall cease to be operative except for the purpose of payment of any obligations theretofore incurred.

24.3. Distribution of Assets. If this Agreement is terminated, all real and personal property owned by StanCOG shall be distributed to the Federal, State, or local funding agency or party to this Agreement that supplied the property or whose funding provided for the acquisition of the property unless other distribution is provided by law. Should the origin of any real or personal property be undeterminable, that property shall be disbursed to the Parties to this Agreement in proportion to the size of the jurisdiction as delineated in the latest California Department of Finance estimate of population.

24.4. Continues in Effect until Distribution. This Agreement shall not terminate until all property has been distributed in accordance with this provision.

## 25. RETURN OF SURPLUS FUNDS

25.1. Return of Surplus Funds. Upon termination of this Agreement, any surplus money on hand shall be returned, pro rata, to the Federal, State, or local agency or the party to this Agreement that provided the funds.

## 26. ADDITIONAL MEMBERS

26.1. Additional Members. In addition to the Cities identified in this Agreement, any city within Stanislaus County which may hereafter be incorporated and which desires to participate in the activities of StanCOG may do so by executing this Agreement without the prior approval or ratification of the named Parties to this Agreement and shall thereafter be a Party to this Agreement and be bound by all terms and conditions of this Agreement as of the date it executes this Agreement.

## 27. SUCCESSORS AND ASSIGNS

27.1. Successors and Assigns. This Agreement shall be binding upon and shall inure to the benefit of any successors to or assigns of the Parties.

## 28. SEVERABILITY

28.1. Severability. Should any part, term, portion, or provision of this Agreement be finally decided to be in conflict with any law of United States or the State of California, or otherwise be unenforceable or ineffectual, the validity of the remaining parts, terms, portions, or provisions shall be deemed severable and shall not be affected thereby, provided such remaining

portions or provisions can be construed in substance to constitute the Agreement which the Member Agencies intended to enter into in the first instance.

29. COUNTERPARTS

This Agreement may be executed in any number of counterparts, each of which when executed will be deemed to be an original and all of which, taken together, will be deemed to be one and the same instrument.

30. TITLES AND HEADING.

The Section titles and the headings of this Agreement are for convenience only and shall not be used in interpreting this Agreement.

31. EFFECTIVE DATE OF AGREEMENT

31.1. Effective Date. This Agreement shall become effective upon ratification by resolution of the Stanislaus County Board of Supervisors and each of the city councils of the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford. From and after said date the agreements made establishing the Stanislaus Area Association of Governments dated May 11, 1971 and May 20, 1974, and the Agreement Establishing the Stanislaus Council of Governments dated June 5, 2001, as amended December 12, 2007, April 5, 2016 and January 26, 2017 shall be superseded, replaced and terminated by this Agreement and shall be of no further force and effect.

32. AMENDMENTS

32.1. This Agreement may be amended upon ratification by resolution of 75% of the member agencies representing 75% of the population of the County of Stanislaus as determined by the most recent Decennial Census. For this purpose each incorporated city shall represent those people residing within its city limits and the Stanislaus County Board of Supervisors shall represent those people who reside in the unincorporated areas of the County.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement on the dates shown in the respective signature blocks.

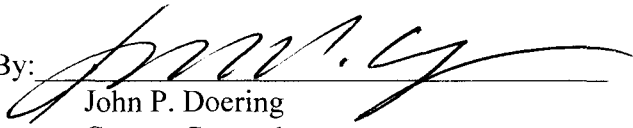
**STANISLAUS COUNTY BOARD OF SUPERVISORS**

By: \_\_\_\_\_  
Vito Chiesa  
Chairman

ATTEST:

By: \_\_\_\_\_  
Elizabeth A. King  
Clerk of County Board of Supervisors

Approved as to Legal Form:

By:  \_\_\_\_\_  
John P. Doering  
County Counsel

**CITY OF CERES**

By: \_\_\_\_\_  
Chris Vierra  
Mayor

ATTEST:

By: \_\_\_\_\_  
Diane Nayares-Perez  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Tom Hallinan  
City Attorney

**CITY OF HUGHSON**

By: \_\_\_\_\_  
Jeramy Young  
Mayor

ATTEST:

By: \_\_\_\_\_  
Susana Diaz  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Daniel J. Schroeder  
City Attorney

**CITY OF MODESTO**

By: \_\_\_\_\_  
Ted Brandvold  
Mayor

ATTEST:

By: \_\_\_\_\_  
Stephanie Lopez  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Adam U. Lindgren  
City Attorney

**CITY OF NEWMAN**

By: \_\_\_\_\_  
Bob Martina  
Mayor

ATTEST:

By: \_\_\_\_\_  
Mike Maier  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Nubia Goldstein  
City Attorney

**CITY OF OAKDALE**

By: \_\_\_\_\_  
Pat Paul  
Mayor

ATTEST:

By: \_\_\_\_\_  
Kathy Teixeira, CMC  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Tom Hallinan  
City Attorney

**CITY OF PATTERSON**

By: \_\_\_\_\_  
Deborah M. Novelli  
Mayor

ATTEST:

By: \_\_\_\_\_  
Maricela Vela  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Tom Hallinan  
City Attorney

**CITY OF RIVERBANK**

By: \_\_\_\_\_  
Richard D. O'Brien  
Mayor

ATTEST:

By: \_\_\_\_\_  
Annabelle H. Aguilar, CMC  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Tom Hallinan  
City Attorney

**CITY OF TURLOCK**

By: \_\_\_\_\_  
Gary Soiseth  
Mayor

ATTEST:

By: \_\_\_\_\_  
Jennifer Land  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Phaedra A. Norton  
City Attorney

**CITY OF WATERFORD**

By: \_\_\_\_\_  
Michael Van Winkle  
Mayor

ATTEST:

By: \_\_\_\_\_  
Miranda Lutzow  
City Clerk

Approved as to Legal Form:

By: \_\_\_\_\_  
Corbett J. Browning  
City Attorney

**EXHIBIT "A"**

**STANISLAUS COUNCIL OF GOVERNMENTS  
AMENDED AND RESTATED BYLAWS**

**RECITALS:**

WHEREAS, it is deemed prudent to amend and restate the Bylaws of The Stanislaus Council of Governments. These Amended Bylaws, dated \_\_\_\_\_, shall supersede the previous Bylaws as amended April 10, 1974; July 10, 1974; November 10, 1976; December 12, 2007; April 5, 2016; and January 26, 2017.

**ARTICLE I  
NAME**

This joint powers agency shall be known as the STANISLAUS COUNCIL OF GOVERNMENTS ("StanCOG") and shall exercise its powers within the geographical area of the County of Stanislaus as set forth in the joint powers agreement entered into by the County and the Cities ("Party or collectively "Parties") establishing StanCOG.

**ARTICLE II  
MEETINGS**

Section 1: Regular and Special Meetings.

A. The StanCOG Policy Board shall hold a regular meeting on the third Wednesday of each month, at 6:00 p.m., or at a time, specified by the StanCOG Policy Board. Such regular meetings shall be for considering reports of the affairs of StanCOG and for transacting such other business as may be properly brought before the meeting. Any regular meeting may be rescheduled on an individual basis as to date, time and place, by motion of the StanCOG Policy Board, in the event of a conflict with holidays, Director's schedules, or similar matters, or, in the event of a lack of a quorum, as specified below. Notice of regular meetings shall be given to each representative and alternate representative at least ten (10) days prior to each meeting.

B. Special meetings may be called in accordance with the California Ralph M. Brown Act. Special meetings may be called by the Chairperson. No business except that specified in the notice shall be discussed at a special meeting.

C. All meetings shall be conducted in accordance with the Ralph M. Brown Act.



Section 2: Closed Sessions.

A. All information presented in closed session shall be confidential. Ex-Officio non-voting members shall not be permitted to attend closed sessions.

B. Under Government Code Section 54956.96, StanCOG adopts a joint powers agency limited disclosure policy as follows:

1. All information received by the legislative body of the local agency member in a closed session related to the information presented to StanCOG in closed session shall be confidential. However, a member of the legislative body of a member local agency may disclose information obtained in a closed session that has directed financial or liability implications for that local agency to the following individuals:

a) Legal counsel of that member local agency for purposes of obtaining advise on whether the matter has direct financial or liability implications for that member local agency.

b) Other members of the legislative body of the local agency present in a closed session of that member local agency.

2. Any designated alternate member of the legislative body of the joint powers agency who is also a member of the legislative body of a local agency member and who is attending a properly noticed meeting of the joint powers agency in lieu of a local agency member's regularly appointed member to attend closed sessions of the joint powers agency.

Section 3: Cancellation of Meetings.

The StanCOG Executive Director or the Chairperson of the StanCOG Policy Board may cancel any regular or special meeting of StanCOG except upon objection by any representative.

Section 4: Notice of Meetings.

A. Notice of regular meetings shall be in accordance with the Ralph M. Brown Act. The StanCOG Executive Director or the Chairperson of the StanCOG Policy Board shall direct the publication of notices of all meetings, public hearings, etc., as required by the California Government Code. Such notices shall specify the place, the day, and the hour of the meeting and accompanying the notice shall be a copy of the agenda for that meeting.

B. In the case of special meetings, the written notice shall specify the specific nature of the business to be transacted and shall be in accordance with the Ralph M. Brown Act.

Section 5: Committee Meetings.

Except as herein or otherwise provided, the Standing Committees of StanCOG shall meet on the call of their Chairperson. Notice of committee meetings shall be in accordance with the Ralph M. Brown Act.

Section 6. Quorum.

A quorum for conducting all matters of business shall be the presence of at least one (1) representative, or the alternate, from a majority of the Member Agencies. A two-thirds majority of those present shall be required to approve all expenditures.

Section 7. Voting.

A. Voting shall only be conducted at properly noticed meetings where a quorum has been established and members are physically present, except as provided in Government Code Section 54953 for teleconferencing.

B. Voting shall be by voice, show of hands, or roll call vote. Any Director may request a roll call vote.

C. In all cases, a vote to “abstain” shall be counted as an “aye” vote unless there is a majority vote to defeat the motion and then the vote to abstain shall be counted as a “no” vote.

Section 8: Lack of a Quorum.

A. If less than a quorum of the Directors are present at any properly called regular, adjourned regular, special, or adjourned special meeting, the member(s) who are present may adjourn the meeting to a time and place specified in the order of adjournment. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was to have been held within 24 hours after adjournment.

B. If all the members are absent from any regular or adjourned regular meeting, the Executive Director may so adjourn the meeting and post the order or notice of adjournment as provided, and additionally shall cause a written notice of the adjournment to be given in the same manner as for a notice of a special meeting.

C. If the notice or order of adjournment fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for the regular meeting of StanCOG.

Section 9. Agenda.

Any Director or the Executive Director may cause an item to be placed on the agenda.

Section 10. Adjournment.

Except as provided in Section 8 above, a meeting may be adjourned by the presiding officer's own action; however, any Director may object to such adjournment by the presiding officer and then a motion and action is required in order to adjourn the meeting in accordance with Robert's Rules of Order.

**ARTICLE III**  
**CONDUCT OF MEETINGS**

Section 1: General Conduct.

Except as herein or otherwise provided, ROBERTS RULES OF ORDER shall govern all proceedings of StanCOG. In any event, all proceedings and conduct of the meetings shall be in full compliance with the State of California Government Code.

Section 2. Decorum

All Directors, and staff, shall conduct themselves in accordance with Robert's Rules of Order and in a civil and polite manner toward other board members, employees, and the public. Using derogatory names, interrupting the speaker having the floor, or being disorderly or disruptive, are prohibited actions. If any meeting is willfully interrupted by any individual so as to render the orderly conduct of that meeting infeasible, that individual may be removed from the meeting. If any group or groups of persons willfully interrupts a meeting so as to render the orderly conduct of that meeting infeasible, the presiding officer, or a majority of the Policy Board, may clear the meeting room in accordance with Government Code Section 54957.9.

Section 3: Voting Authorization.

All votes shall be cast by the person or persons authorized to do so by the member which they represent. Such authorization shall be made known to the Executive Director of StanCOG at least twenty-four hours prior to the meeting. No proxy, absentee, or fractional votes may be cast.

**ARTICLE IV**  
**EXECUTIVE SESSIONS**

Section 1: Executive Sessions.

Executive sessions shall be held in conformance with the Government Code of the State of California.

**ARTICLE V**  
**OFFICERS**

Section 1: Chair.

A. The representatives of StanCOG shall elect from among their members a Chair of the Policy Board. The Chair shall serve a one-year term of office beginning at the first regular meeting of each calendar year. The Chair may serve more than one (1) term if re-elected by the Policy Board.

B. The Chair shall preside at all meetings of the Policy Board and such other meetings approved by the Policy Board.

C. The Chair shall serve as the official spokesperson for the Policy Board.

D. The Chair shall appoint such committees and other working groups as prescribed by the Policy Board.

E. The Chair shall designate Directors or others to represent the Policy Board at various meetings, hearings, and conferences.

F. The Chair shall perform such other duties as necessary to carry out the work of the Policy Board or as prescribed by law.

Section 2: Vice-Chair.

A. The representatives of StanCOG shall elect from among their members a Vice-Chair of the Policy Board. The Vice-Chair shall serve a one-year term of office beginning at the first regular meeting in each calendar year. The Vice-Chair may serve more than one (1) term if re-elected by the Policy Board.

B. The Vice-Chair shall act in the place of and have all the powers and duties of the Chair in the absence of the Chair.

Section 3: Absences.

In the absence of both the Chair and the Vice-Chair, a majority of the Policy Board shall select a Director to serve as Chair Pro Tem.

Section 4: Secretary.

The Executive Director shall serve as the Secretary of the StanCOG Policy Board. The Secretary shall maintain a public record of the Policy Board's resolutions, transactions, findings, and determinations, and shall prepare agendas and minutes of each Regular and Special meeting of StanCOG.

Section 5: Vacancy.

Upon a vacancy occurring in the office of the Chair, the Vice-Chair shall assume the office of Chair for the balance of the unexpired term. Upon a vacancy occurring in the office of the Vice-Chair the representatives shall elect, from among their members, a Vice-Chair to serve the balance of the unexpired term.

**ARTICLE VI**  
**COMMITTEES**

Section 1: Standing Committees.

The Standing Committees of StanCOG shall be:

A. Executive Committee.

The Executive Committee shall consist of five (5) members of the StanCOG Policy Board: Two of the representatives from the Stanislaus County Board of Supervisors, to be appointed by and serve at the pleasure of the Stanislaus County Board of Supervisors; One of the representatives from the City of Modesto, to be appointed by and to serve at the pleasure of the City of Modesto City Council, and; Two representatives from among the other Cities, said representatives to be chosen each year by the Policy Board members representing the cities other than Modesto, and serve at the pleasure of these other cities. The Chairperson and Vice-Chairperson of the Policy Board shall be ex officio two of the five members of the Executive Committee, representing their respective Member Agencies, and shall serve as the Chairperson and Vice-Chairperson of the Executive Committee.

The Executive Committee shall be operated in accordance with the Bylaws of the Policy Board.

B. Management and Finance Committee.

The Management and Finance Committee shall consist of the Chief Administrative Official for the County of Stanislaus, or his or her designee; and the City Manager/Administrator for the Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, and Waterford.

The Management and Finance committee shall be operated in accordance with the Bylaws of the Policy Board.

C. Social Services Transportation Advisory Council.

The Social Services Transportation Advisory Council shall consist of the following members who are residents of Stanislaus County:

1. One representative of potential transit users who is 60 years of age or older.
2. One representative of potential transit users who is handicapped.
3. Two representatives of the local social service providers for seniors, including one representative of a social service transportation provider, if one exists.
4. Two representatives of local social service providers for the handicapped, including one representative of a social service transportation provider, if one exists.
5. One representative of a local social service provider for persons of limited means.
6. Two representatives from the local consolidated transportation service agency, designated pursuant to Subdivision (a) of Section 15975 of the Government Code, if one exists, including one representative from an operator, if one exists.
7. Up to two (2) additional representatives, if desired by StanCOG and appointed by the Executive Committee.

The Social Services Transportation Advisory Committee shall be operated in accordance with the Bylaws of the Social Services Transportation Advisory Committee.

D. Citizens Advisory Committee.

The Citizens Advisory Committee shall be comprised of ten (10) residents of Stanislaus County, one (1) from each of the Member Agencies.

The Citizens Advisory Council shall be operated in accordance the Bylaws of the Citizens Advisory Council.

E. Bicycle / Pedestrian Advisory Committee .

The Bicycle/Pedestrian Advisory Committee shall be comprised of ten (10) residents of Stanislaus County, one (1) from each of the Member Agencies.

The Bicycle/Pedestrian Advisory Committee shall be operated in accordance with the Bylaws of the Bicycle/Pedestrian Advisory Committee.

F. Valley Vision Stanislaus Steering Committee.

The Valley Vision Stanislaus Steering Committee shall be comprised of up to twenty-one (21) members which shall consist of Tier I and Tier II members as follows:

Tier 1 Members: One representative (Planning Director or his/her designee) from each of the ten (10) Member Agencies (Cities of Ceres, Hughson, Modesto, Newman, Oakdale, Patterson, Riverbank, Turlock, Waterford, and Stanislaus County); one (1) representative (Executive Officer or his/her designee) from LAFCO; one (1) representative from the Policy Board.

Tier II Members: One representative may be appointed as needed from each of the following: Citizens Advisory Committee, Health Industry, Agriculture Industry, Environment/Conservation, Economic Development, Building Industry, Transit User/Provider, Education and Environmental Justice.

The Valley Vision Stanislaus Steering Committee shall be operated in accordance with the Bylaws of the Valley Vision Stanislaus Steering Committee.

G. Measure L Oversight Committee.

Measure L Oversight Committee. The Measure L Oversight Committee shall be comprised of one representative from each of the following jurisdictions: City of Ceres, City of Hughson, City of Modesto, City of Newman, City of Oakdale, City of Patterson, City of Riverbank, City of Turlock, City of Waterford and Stanislaus County. Members of the Measure L Oversight Committee shall not be members of any other Local Transportation Authority or StanCOG committee(s).

The Measure L Oversight Committee shall be operated in accordance with the Bylaws of the Measure L Oversight Committee attached hereto as Appendix V.

Section 2: Special Committees.

The Chair of the Policy Board or Directors may appoint additional committees as may be necessary or desirable.

**ARTICLE VII**  
**FINANCIAL DETERMINATIONS**

Section 1: Withdrawal.

A member of StanCOG that withdraws from StanCOG shall not have its financial contribution refunded.

Section 2: Newly Incorporated Cities.

Any newly incorporated city which becomes a member of StanCOG after the commencement of a fiscal year shall not be required to contribute financially to StanCOG until the subsequent fiscal year, providing that the said newly incorporated city becomes a member of StanCOG within one (1) year of its incorporation date.

Section 3: Other Political Entities.

Any other political entity which becomes a member of StanCOG after the commencement of a fiscal year shall contribute to StanCOG that amount which it would have contributed had it been a member at the commencement of the fiscal year.

**ARTICLE VIII**  
**REFERRALS**

StanCOG may accept by letter or resolution referrals for study and report from any duly constituted advisory or legislative body or their representatives. Reports will be made and returned to the referring body within a reasonable time.

**ARTICLE IX**  
**REPORTS**

StanCOG shall render a written report on its activities at the end of each fiscal year of operation to each legislative body which is a Member Agency of StanCOG.

**ARTICLE X**  
**INITIATIVE**

StanCOG may, upon its own initiative, institute action to carry out any routine or special study or project.

**ARTICLE XI**  
**COORDINATION**

It is the policy of StanCOG to establish technical and advisory liaison with all other agencies and bodies seeking to improve the quality of planning, health, safety, welfare and governmental services for the Stanislaus Regional Area.

**ARTICLE XII**  
**TRANSMITTAL OF PLANNING INFORMATION**

StanCOG hereby approves as a regular operating procedure the transmittal of planning information to the individual Boards of Supervisors, City Councils, County and City Planning Commissions, the California State Office of Planning, and any other duly constituted regional area, metropolitan, or other Planning Commission which may request in writing such information.

**ARTICLE XIII**  
**AMENDMENTS**

Section 1: These Bylaws may be amended by a two-thirds vote of those representatives voting at a Regular Meeting of the StanCOG Policy Board.

Section 2: Amendments to these Bylaws may be proposed by any representative of StanCOG.



Section 3: In no case shall a vote on a proposed amendment be conducted unless the proposed amendment has been submitted in writing by the Secretary to the representatives and alternate representatives at least fifteen (15) days prior to the meetings.

**APPENDIX I**

**STANISLAUS COUNCIL OF GOVERNMENTS  
SOCIAL SERVICES TRANSPORTATION ADVISORY COUNCIL  
BYLAWS**

**ARTICLE I  
FUNCTION**

Section 1: The Social Services Transportation Advisory Council (SSTAC) shall be a standing committee of the Stanislaus Council of Governments. The Committee shall advise the StanCOG Policy Board and have the following responsibilities:

1. Annually participate in the identification of transit needs in the jurisdiction, including unmet transit needs that may exist within the jurisdiction of the Stanislaus Council of Governments, and that may be reasonable to meet by establishing or contracting for new public transportation or specialized transportation services or by expanding existing services.
2. Annually review and recommend action by StanCOG for the area within StanCOGs jurisdiction which finds by resolution, that:
  - A. there are no unmet transit needs; or
  - B. there are no unmet transit needs that are reasonable to meet; or
  - C. there are unmet transit needs, including needs that are reasonable to meet.
3. Advise StanCOG on any other major transit issues, including the coordination and consolidation of specialized transportation services.

**ARTICLE II  
MEMBERSHIP**

Section 1: The Social Services Transportation Advisory Council shall consist of the following members who are residents of Stanislaus County:

1. One representative of potential transit users who is 60 years of age or older.
2. One representative of potential transit users who is handicapped.

3. Two representatives of the local social service providers for seniors, including one representative of a social service transportation provider, if one exists.
4. Two representatives of local social service providers for the handicapped, including one representative of a social service transportation provider, if one exists.
5. One representative of a local social service provider for persons of limited means.
6. Two representatives from the local consolidated transportation service agency, designated pursuant to Subdivision (a) of Section 15975 of the Government Code, if one exists, including one representative from an operator, if one exists.
7. Up to two (2) additional representatives, if desired by StanCOG and appointed by the Executive Committee.

Section 2: A quorum shall constitute one-half (1/2) plus one (1) of the current membership.

Section 3: Any qualified resident of Stanislaus County may apply for membership on the Social Services Transportation Advisory Council. The Secretary of StanCOG shall maintain a current list of all applicants. Each application for membership on the Social Services Transportation Advisory Council shall be valid for a period of two years. After this time, the applicant's name may be removed from the list of applicants.

Section 4: The Executive Committee of StanCOG shall appoint, from the list of applicants, the members of the Social Services Transportation Advisory Council.

### **ARTICLE III** **TERM OF OFFICE**

Section 1: Of the initial appointments to the Social Services Transportation Advisory Council, one-third of them shall be for a one-year term, one-third shall be for a two-year term, and one-third shall be for a three-year term.

Section 2: Subsequent to the initial appointment, the term of appointment shall be for three years, which may be renewed for additional three-year terms.

### **ARTICLE IV** **MEETINGS**

Section 1: The Policy Board shall establish a regular place and time for meetings of the Social Services Transportation Advisory Council, in consultation of the Committee members.

Section 2: The Executive Director may designate agenda items for any meetings of the Committee. The members of the Committee may also designate agenda items for consideration by the Committee.

**ARTICLE V**  
**ATTENDANCE**

The members of the Social Services Transportation Advisory Council will be expected to attend the meetings of the Council on a regular basis. Any member of the Council who has three consecutive un-notified absences, four consecutive notified absences, or five absences in any one calendar year, may be dismissed from the Council.

**ARTICLE VI**  
**REMOVAL**

The Executive Committee of StanCOG may, at any time, recommend the removal of any member of the Social Services Transportation Advisory Council. A majority vote of the members of the Policy Board Executive Committee shall be required to approve any removal.

**ARTICLE VII**  
**OFFICERS, RULES, AND PROCEDURES**

Section 1: The Social Services Transportation Advisory Council shall elect from among its membership a Chair, and a Vice-Chair. The term of office shall be for one year.

Section 2: The Social Services Transportation Advisory Council shall adopt rules and procedures for its meetings. These rules and procedures shall be subject to approval by the StanCOG Policy Board. The Social Services Transportation Advisory Council shall conduct all proceedings in conformity with Robert's Rules of Order and the Brown Act.

Section 3: All references to "year" shall refer to the StanCOG fiscal year, July 1 through June 30.

**ARTICLE VIII**  
**STAFF**

The Executive Director of StanCOG, or his or her appointee, shall serve as the Secretary of the Social Services Transportation Advisory Council and shall provide the Social Services Transportation Advisory Council with appropriate staff assistance.

**ARTICLE IX**  
**FINANCING**

Section 1: Except as specifically provided by the StanCOG Policy Board, the members of the Social Services Transportation Advisory Council shall receive no compensation for their service.

Section 2: The Policy Board shall provide the Committee with the financial support StanCOG deems necessary for the successful functioning of the Social Services Transportation Advisory Council.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

Changes or amendments to these Bylaws shall be approved by two-thirds (2/3) of the members of the Social Services Transportation Advisory Council present and voting at a regular meeting of the Social Services Transportation Advisory Council, and shall be subject to the majority approval of the Stanislaus Council of Governments Policy Board members present and voting at a regular meeting of the StanCOG Policy Board. In no case shall a vote on a proposed amendment be conducted unless the said proposed amendment has been submitted in writing to the members of the Social Services Transportation Advisory Council at least fifteen (15) days prior to the meeting at which a vote is to be taken.

**APPENDIX II**

**STANISLAUS COUNCIL OF GOVERNMENTS  
CITIZENS ADVISORY COMMITTEE BYLAWS**

**ARTICLE I**  
**FUNCTION**

Section 1: The Citizens Advisory Committee (CAC) shall be a standing committee of the Stanislaus Council of Governments. The Committee shall advise the StanCOG Policy Board on matters related to transportation from the public's perception and transportation activities affecting the general public.

**ARTICLE II**  
**MEMBERSHIP**

Section 1: The Citizens Advisory Committee shall be comprised of ten (10) residents of Stanislaus County. A quorum shall constitute one-half (1/2) plus one (1) of the current membership.

Section 2: The ten members of the Committee shall consist of one representative from each of the following jurisdictions:

City of Ceres	City of Hughson
City of Modesto	City of Newman
City of Oakdale	City of Patterson
City of Riverbank	City of Turlock
City of Waterford	Stanislaus County

Section 3: Any resident of Stanislaus County may apply for membership on the Citizens Advisory Committee. The Secretary of StanCOG shall maintain a current list of all applicants. Each application for membership on the Committee shall be valid for a period of two (2) years. After this time, the applicant's name may be removed from the list of applicants.

Section 4: The Policy Board's Executive Committee shall appoint from the list of applicants the members of the Citizens Advisory Committee.

Section 5: When making Citizen's Advisory Committee appointments, the Policy Board's Executive Committee shall attempt to fill vacancies on the Committee by appointing members from an agency or jurisdiction that is not already represented on the Committee. The

Executive Committee shall also consider obtaining a balance of views and a cross-section of county interests.

**ARTICLE III**  
**TERM OF OFFICE**

Section 1: Each appointment to the Committee shall be for a term of four (4) years.

Section 2: In no case shall any member of the Committee serve on the Committee longer than eight (8) consecutive years.

**ARTICLE IV**  
**MEETINGS**

Section 1: The Policy Board shall establish a regular place and time for meetings of the committee, in consultation of the Committee members.

Section 2: The Executive Director may designate agenda items for any meetings of the Committee. The members of the Committee may also designate agenda items for consideration by the Committee.

**ARTICLE V**  
**ATTENDANCE**

The members of the Citizens Advisory Committee will be expected to attend the meetings of the Committee on a regular basis. Any member of the Committee who has three consecutive un-notified absences, four consecutive notified absences, or five absences in any one calendar year, may be dismissed from the Committee.

**ARTICLE VI**  
**REMOVAL**

The Executive Committee may, at any time, recommend the removal of any member of the Citizens Advisory Committee. A majority vote of the members of the Policy Board Executive Committee shall be required to approve any removal.

**ARTICLE VII**  
**OFFICERS, RULES, AND PROCEDURES**

Section 1: The Citizens Advisory Committee shall elect from among its membership a Chair, and a Vice-Chair. The term of office shall be one year.

Section 2: The Citizens Advisory Committee shall adopt rules and procedures for its meetings. These rules and procedures shall be subject to approval by the StanCOG Policy Board.

The Committee shall conduct all proceedings in conformity with Robert's Rules of Order and the Brown Act.

Section 3: All references to "year" shall refer to the StanCOG fiscal year, July 1 through June 30.

**ARTICLE VIII**  
**STAFF**

The Executive Director of StanCOG, or his or her appointee, shall serve as the Secretary of the Citizens Advisory Committee and shall provide the Committee with appropriate staff assistance.

**ARTICLE IX**  
**FINANCING**

Section 1: Except as specifically provided by the Policy Board, the members of the Citizens Advisory Committee shall receive no compensation for their service.

Section 2: The Policy Board shall provide the Committee with the financial support deemed necessary for the successful functioning of the Committee.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

Changes or amendments to these Bylaws shall be approved by two-thirds (2/3) of the members of the Committee present and voting at a regular meeting of the Committee, and shall be subject to the majority approval of the Stanislaus Council of Governments Policy Board members voting at a regular meeting of the StanCOG Policy Board. In no case shall a vote on a proposed amendment be conducted unless the proposed amendment has been submitted in writing to the members of the committee at least fifteen (15) days prior to the meeting at which a vote is to be taken.



**APPENDIX III**

**STANISLAUS COUNCIL OF GOVERNMENTS  
BICYCLE AND PEDESTRIAN ADVISORY COMMITTEE BYLAWS**

**ARTICLE I  
FUNCTION**

The Bicycle and Pedestrian Advisory Committee (BPAC) shall be a standing committee of the Stanislaus Council of Governments. The Committee shall advise the StanCOG Policy Board on all matters related to bicycle and pedestrian needs or concerns and advise on the development of StanCOG's Non-motorized Transportation Plan.

**ARTICLE II  
MEMBERSHIP**

Section 1: The Bicycle and Pedestrian Advisory Committee shall be comprised of ten (10) residents of Stanislaus County. A quorum shall constitute one-half (1/2) plus one (1) of the current membership.

Section 2: The ten members of the Committee shall consist of one representative from each of the following jurisdictions:

City of Ceres	City of Hughson
City of Modesto	City of Newman
City of Oakdale	City of Patterson
City of Riverbank	City of Turlock
City of Waterford	Stanislaus County

Section 3: Any resident of Stanislaus County may apply for membership on the Bicycle and Pedestrian Advisory Committee. The Secretary of StanCOG shall maintain a current list of all applicants. Each application for membership on the Committee shall be valid for a period of two (2) years. After this time, the applicant's name may be removed from the list of applicants.

Section 4: The Policy Board's Executive Committee shall appoint from the list of applicants the members of the Bicycle and Pedestrian Advisory Committee.

Section 5: When making Bicycle and Pedestrian Advisory Committee appointments, the Policy Board's Executive Committee shall attempt to fill vacancies on the Committee by appointing members from an agency or jurisdiction that is not already represented on the Committee. The Executive Committee shall also consider obtaining a balance of views and a

cross-section of county interests.

Section 6: The following agencies are invited to have members attend meetings of the BPAC and share their expertise, as non-voting members.

- Various City agencies having an interest in non-motorized transportation
- Stanislaus County [Department of Public Works, Traffic Engineering, or related departments]
- California Department of Transportation [CalTrans]
- Stanislaus County-based bicycling or pedestrian organizations

Section 7: Any appointment term shall commence as of the date of appointment.

### **ARTICLE III** **TERM OF OFFICE**

Section 1: Each appointment to the Committee shall be for a term of four (4) years.

Section 2: In no case shall any member of the Committee serve on the Committee longer than eight (8) consecutive years.

### **ARTICLE IV** **MEETINGS**

Section 1: The Policy Board shall establish a regular place and time for meetings of the Committee, in consultation of the Committee members.

Section 2: The Executive Director may designate agenda items for any meetings of the Committee. The members of the Committee may also designate agenda items for consideration by the Committee.

### **ARTICLE V** **ATTENDANCE**

The members of the Bicycle and Pedestrian Advisory Committee are expected to attend the meetings of the Committee on a regular basis. Any member of the Committee who has three consecutive un-notified absences, four consecutive notified absences, or five absences in any one calendar year may be dismissed from the Committee.

### **ARTICLE VI** **REMOVAL**

The Policy Board Executive Committee may, at any time, recommend the removal of any member of the Bicycle and Pedestrian Advisory Committee. A majority vote of the members of the Policy Board Executive Committee shall be required to approve any removal.

**ARTICLE VII**  
**OFFICERS, RULES, AND PROCEDURES**

Section 1: The BPAC shall elect from among its membership a Chair, and a Vice-Chair. The term of office for each shall be one year.

Section 2: The BPAC shall adopt rules and procedures for its meetings. These rules and procedures shall be subject to approval by the StanCOG Policy Board. The Committee shall conduct all proceedings in conformity with Robert's Rules of Order and the Brown Act.

Section 3: All references to "year" shall refer to the California fiscal year, July 1 through June 30.

**ARTICLE VIII**  
**STAFF**

The Executive Director of StanCOG, or his or her appointee, shall serve as the Secretary of the Bicycle and Pedestrian Advisory Committee and shall provide the Committee with appropriate staff assistance.

**ARTICLE IX**  
**FINANCING**

Section 1: Except as specifically provided by the Policy Board, the members of the Bicycle and Pedestrian Advisory Committee shall receive no compensation for their service.

Section 2: The Policy Board shall provide the BPAC with the financial support deemed necessary for the successful functioning of the Committee.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

Changes or amendments to these Bylaws shall be approved by two-thirds (2/3) of the members of the BPAC voting at a regular meeting of the Committee, and shall be subject to the majority approval of the Stanislaus Council of Governments Policy Board members voting at a regular meeting of the StanCOG Policy Board. In no case shall a vote on a proposed amendment be conducted unless the proposed amendment has been submitted, in writing, to the members of the BPAC at least fifteen (15) days prior to the meeting at which a vote is to be taken.

**APPENDIX IV**

**STANISLAUS COUNCIL OF GOVERNMENTS**

**VALLEY VISION STANISLAUS STEERING COMMITTEE BYLAWS**

**ARTICLE I**  
**FUNCTION**

The Valley Vision Stanislaus Steering Committee (VVS) shall be a standing committee of the Stanislaus Council of Governments. The Committee shall advise the StanCOG Policy Board on issues related to the development of the Sustainable Communities Strategy (SCS) as part of the Regional Transportation Plan (RTP).

**ARTICLE II**  
**MEMBERSHIP**

Section 1: The Valley Vision Stanislaus Steering Committee shall be comprised of up to twenty-one (21) members. A quorum shall consist of one-half (1/2) plus one (1) of the current membership.

Section 2: The twenty-one (21) members of the Committee shall consist of Tier I and Tier II members.

Tier I Members:

One representative (Planning Director or his/her designee) from each of the 10 Member Agencies:

City of Ceres	City of Hughson
City of Modesto	City of Newman
City of Oakdale	City of Patterson
City of Riverbank	City of Turlock
City of Waterford	Stanislaus County

One representative (Executive Director or his/her designee) from LAFCO

One representative from the Policy Board

Tier II Members:

One representative may be appointed as needed from each of the following:

- Citizens Advisory Committee
- Health Industry
- Agriculture Industry
- Environment/Conservation
- Economic Development
- Building Industry
- Transit User/Provider
- Education
- Environmental Justice

### **ARTICLE III**

#### **TERM OF OFFICE**

Section 1: Tier I appointments shall not be subject to term restrictions or limits. Each Tier II appointment to the Committee shall be for a term of four (4) years.

Section 2: In no case shall any Tier II member of the Committee serve on the Committee longer than eight (8) consecutive years.

Section 3: Any appointment term shall commence as of the date of appointment.

### **ARTICLE IV**

#### **MEETINGS**

Section 1: The Policy Board shall establish a regular place and time for meetings of the Committee.

Section 2: The Executive Director may designate agenda items for any meetings of the Committee. The members of the Committee may also designate agenda items for consideration by the Committee.

### **ARTICLE V**

#### **ATTENDANCE**

The members of the Valley Vision Stanislaus Steering Committee are expected to attend the meetings of the Committee on a regular basis. Any Tier II member of the Committee who has three consecutive un-notified absences, four consecutive notified absences, or five absences in any one calendar year may be dismissed from the Committee.

**ARTICLE VI**  
**REMOVAL**

The Policy Board Executive Committee may, at any time, recommend the removal of any Tier II member of the Valley Vision Stanislaus Steering Committee. A majority vote of the members of the Policy Board Executive Committee shall be required to approve any removal.

**ARTICLE VII**  
**OFFICERS, RULES, AND PROCEDURES**

Section 1: The VVS shall elect from among its membership a Chair, and a Vice-Chair. The term of office for each shall be one year.

Section 2: The VVS shall adopt rules and procedures for its meetings. These rules and procedures shall be subject to approval by the StanCOG Policy Board. The Committee shall conduct all proceedings in conformity with Robert's Rules of Order and the Brown Act.

Section 3: All references to "year" shall refer to the California fiscal year, July 1 through June 30.

**ARTICLE VIII**  
**STAFF**

The Executive Director of StanCOG, or his or her appointee, shall serve as the Secretary of the Valley Vision Stanislaus Steering Committee and shall provide the Committee with appropriate staff assistance.

**ARTICLE IX**  
**FINANCING**

Section 1: Except as specifically provided by the Policy Board, the members of the Valley Vision Stanislaus Steering Committee shall receive no compensation for their service.

Section 2: The Policy Board shall provide the VVS with the financial support deemed necessary for the successful functioning of the Committee.

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

Changes or amendments to these Bylaws shall be approved by two-thirds (2/3) of the members of the VVS voting at a regular meeting of the Committee, and shall be subject to the majority approval of the Stanislaus Council of Governments Policy Board members voting at a regular meeting of the StanCOG Policy Board. In no case shall a vote on a proposed amendment be conducted unless the proposed amendment has been submitted, in writing, to the members of the VVS at least fifteen (15) days prior to the meeting at which a vote is to be taken.

**APPENDIX V**

**STANISLAUS COUNCIL OF GOVERNMENTS**

**MEASURE L OVERSIGHT COMMITTEE BYLAWS**