

TRI-VALLEY TRANSPORTATION COUNCIL
BYLAWS

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TRI-VALLEY TRANSPORTATION COUNCIL

BYLAWS

A. COMPOSITION

The Tri-Valley Transportation Council (“TVTC”) is a joint powers authority formed pursuant to the Joint Exercise of Powers Agreement establishing the Tri-Valley Transportation Council, dated October 17, 2013 (the “JEP A”), among the County of Alameda, the County of Contra Costa, the City of Livermore, the City of Pleasanton, the City of San Ramon, the City of Dublin, and the Town of Danville. There shall be seven voting members of the TVTC. Voting members must be elected officials, one each from the respective Boards of Supervisors, and one each from the respective city/town councils. Alternates may be selected by the respective Boards of Supervisors and city/town councils to serve as a voting member in the absence of the appointed member.

B. TVTC MEMBERS

1. Rotation of Officers

A Chair and a Vice Chair shall be rotated biennially starting on July 1st of every other Fiscal Year. The Chair and Vice Chair shall be rotated among the TVTC pursuant to Section 4 of the JEP A in the following order, continuing the rotation begun under prior joint powers agreements, and starting with the name of the TVTC’s first Chair: County of Alameda (7/1/12-6/30/14), County of Contra Costa, City of Livermore, City of Pleasanton, City of San Ramon, City of Dublin, and Town of Danville. The first Vice Chair is the County of Contra Costa (7/1/12-6/30/14), and shall rotate into the position of Chair at the end of the term as Vice Chair. Subsequent Vice Chairs shall rotate into the position consistent with the rotation for Chair.

2. Duties of Officers

The Chair, or in his/her absence the Vice Chair, shall be the presiding officer of the TVTC and shall assume his/her place and duties as such immediately following his/her election. If the Chair is absent or unable to act, the Vice Chair shall serve until the Chair returns or is able to act. During such periods, the Vice Chair has all of the powers and duties of the Chair. In the event the Vice Chair is absent, the Chair shall have the right to name any member of the TVTC to perform the duties of the Chair, but such substitution shall not extend beyond adjournment.

The Chair shall preserve strict order and decorum at all meetings of the TVTC and announce its decisions on all subjects, and decide all questions of order. The Chair shall sign all resolutions adopted and contracts approved by the TVTC at meetings at which he/she is in attendance. In the event of his/her absence, the Vice Chair shall sign such documents as have been adopted during the meeting at which he/she presided.

The Chair shall serve as the liaison between the TVTC's Administrative staff and the TVTC. The Chair shall also serve as the spokesperson of the TVTC relative to all external communications regarding TVTC business.

3. Stipends

Each TVTC Member shall be compensated per meeting for attending TVTC Board and subcommittee meetings. An alternate member shall be compensated for attendance at meetings only if the regular member does not attend said meetings. The amount of compensation payable to TVTC Members may be modified by resolution of the TVTC Board.

C. TVTC ADMINISTRATION

The Governing Council shall have the power by resolution to appoint and employ such employees, consultants and independent contractors as may be necessary for the functions and purposes of this Agreement.

Any officer, employee, or agent of the Governing Council may also be an officer, employee, or agent of any of the Parties. All of the privileges and immunities from liability, exemption from laws, ordinances and rules, all pension, relief, disability, workers' compensation and other benefits that apply to the activities of officers, agents, or employees of a public agency when performing its functions shall apply to the officers, agents or employees of the TVTC to the same degree and extent while engaged in the performance of any of the functions and other duties of such officers, agents or employees under this Agreement. None of the officers, agents, or employees directly employed by the Governing Council shall be deemed, by reason of their employment by the Governing Council, to be employed by the Counties or the Cities or, by reason of their employment by the Governing Council, to be subject to any of the requirements of the Counties or the Cities.

1. Administrator

a. Designation.

The TVTC may employ or appoint an Administrator to implement the objectives of the TVTC. The Administrator employed or

appointed by the TVTC shall serve at the pleasure of the TVTC and shall be responsible to the TVTC for the proper administration of all affairs of the TVTC. The Administrator shall prepare the annual budget for review and approval by the Council. The Administrator may, consistent with the TVTC's annual budget and subject to TVTC approval, employ or appoint other staff members as necessary to accomplish the functions and purposes of the TVTC. The Administrator may be an employee of one of the parties to the JEPA, a contractor, consulting firm or an individual employed by the TVTC. If the Administrator is not an employee of a member agency, the Administrator shall designate who on its staff shall be the primary point of contact, subject to TVTC approval.

b. Duties

The Administrator is responsible for the organization, preparation, distribution, and posting of TVTC meeting agendas; the organization of TVTC meetings; preparation and distribution of meeting minutes; preparation and distribution of staff reports; records filing and organization of all documents related to the TVTC; facilitation and management of Treasurer services; and facilitation and management of consultants as retained by the TVTC.

c. Payment for Services

The Administrator may be compensated for the services provided to the TVTC as defined by terms of employment, agreement or contract, and as authorized in the TVTC's annual budget.

2. General Counsel

a. Designation

The TVTC shall designate a General Counsel, which may consist of appropriate staff member of a TVTC Member jurisdiction, or a consultant retained by the TVTC.

b. Duties

The General Counsel is responsible for legal services to the TVTC. The General Counsel shall report to the TVTC Administrator. With approval, the General Counsel is authorized to verify pleadings and to sign affidavits and other documents in connection with legal proceedings in which the Board and its interests are involved. The

General Counsel duties shall consist of all legal services related to the TVTC. Duties shall consist of:

- Provide advice and counsel to TVTC;
- Provide input on TVTC policies and procedures;
- Provide legal guidance in responding and resolving legal issues.

c. Payment for Services

The General Counsel may be compensated for the services provided to the TVTC as defined by terms of employment, agreement or contract, and as authorized in the TVTC's annual budget.

3. Treasurer

a. Designation

The TVTC shall designate a Treasurer, which may consist of the treasurer of a TVTC Member jurisdiction, or a certified public accountant retained by the TVTC.

b. Duties

The Treasurer duties shall consist of all accounting related to the TVTC, and as described in Section 4.c of the JEPA. With the approval of the TVTC, the Treasurer may contract out accounting and auditing services through a competitive proposal process. Duties shall consist of:

- Receive and receipt for all money of the TVTC and place it in the treasury of the treasurer so designated to the credit of the TVTC.
- Be responsible, upon his or her official bond, for the safekeeping and disbursement of all TVTC money so held by him or her.
- Pay, when due, out of money held for the TVTC , all sums payable on outstanding bonds and coupons of the TVTC.
- Pay any other sums due from the TVTC, or any portion thereof, only upon warrants of the public officer performing the functions of auditor or controller who has been designated by the agreement.
- Verify and report in writing on the first day of July, October, January, and April of each year to the TVTC

and to the TVTC Member jurisdictions the amount of money held for the TVTC, the amount of receipts since the last report, and the amount paid out since his or her last report.

- Maintain monthly bookkeeping;
- Prepare monthly Profit & Loss Statements and Balance Sheets;
- Prepare the annual Financial Report; and
- Receive invoices from contractors and disburse payments, with appropriate signature authority.

c. Payment for Services

If the TVTC appoints the Treasurer of a public entity to serve as the TVTC Treasurer, the governing body of the same public entity as the Treasurer selected by the TVTC pursuant to section C.1.c.i above shall determine charges to be made against the TVTC for the services of the treasurer. If the TVTC hires a certified public accountant to serve as the Treasurer, the Treasurer shall be compensated for the services provided to the TVTC as defined by terms of employment, agreement or contract, and as authorized in the TVTC's annual budget

4. Auditor

a. Designation

The TVTC shall designate, or select, an Auditor pursuant to Government Section 6505.5.

b. Duties

As provided for in Sections 6505 and 6505.5, the Auditor shall make arrangements with a certified public accountant or firm of certified public accountants for the annual audit of accounts and records of the TVTC. The Auditor shall draw warrants to pay demands against the TVTC when the demands have been approved by any person authorized to do so approve in the JEPA.

c. Payment for Services

The governing body of the same public entity as the auditor specified pursuant to this section shall determine charges to be made against the TVTC for the services of the auditor.

5. Secretary

The Secretary shall perform the duties described in section 4(b) of the JEPA.

D. MEETINGS

1. Regular Meetings

The TVTC shall hold meetings every third month on the third Monday of the month, which shall begin at 4:30 p.m. The TVTC may adopt an alternate meeting schedule or reschedule a meeting that falls on a legal holiday, or as needed.

2. Special Meetings

Special meetings may be called at any time by the Chair or a majority of the TVTC members by doing all of the following: (1) delivering personally, by e-mail or by mail, written notice to each TVTC member, and (2) by posting the written notice personally or by mail to each local newspaper of general circulation, radio station and television station which has made written request for such notice. Such notice must be delivered and posted at least twenty-four (24) hours before the time of such meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings. Such written notice may be dispensed with, as to any TVTC member who, at or prior to the time the meeting convenes, files with the Administrative staff a written waiver of notice.

3. Location of TVTC Meetings

All regular and special meetings of the TVTC shall be held at the administrative offices of the Chair's jurisdiction or at such other location within the jurisdiction of the TVTC as the Chair or TVTC shall designate.

4. Meetings to Be Public

All regular, adjourned, and special meetings of the TVTC shall be open and public, provided, however, the TVTC may hold closed sessions from which the public may be excluded for the consideration of those matters permitted by state law pursuant to the Ralph M. Brown Public Meeting Act (the "Brown Act") (Government Code section 54950 et seq.).

No member of the TVTC, TVTC staff, or any other person present during a closed session of the TVTC shall disclose to any person the content or substance of any discussion that took place during said closed session

without prior authorization by a majority vote of the TVTC. A TVTC member who is found by the TVTC to have made disclosure in violation of the foregoing provisions shall be subject to either or both (i) motion of censure, or (ii) removal from any one or more of the offices which he or she holds by reason of election or appointment by the TVTC, such as Chair, Vice Chair, representative of the TVTC on an outside TVTC or commission, or membership on a TVTC committee.

5. Quorum; Special Quorum Requirements

A quorum means the presence of the TVTC members representing five or more of the Members. Actions of the TVTC require a quorum present and, except as provided below, a majority vote of the members present. Where there is no quorum, the TVTC may proceed to hear informational items, following which the Chair, Vice Chair, or any TVTC member shall adjourn such meeting, or, if no TVTC member is present, the TVTC Administrator shall adjourn the meeting.

For certain actions specified in the JEPA, the TVTC will use a simple majority, supermajority of five, or supermajority of six voting procedure as described in Section 3.d of the JEPA.

6. Agenda

An agenda shall be prepared for each regular meeting that lists the specific items of business to be transacted and the order thereof. Items of business may be placed on the agenda by any TVTC member, Administrative staff, or the General Counsel. All reports, ordinances, resolutions, contract documents, and other matters to be submitted to the TVTC at a regular meeting shall be delivered to the Administrator no later than 5:00 p.m., five (5) business days prior to the meeting. The Administrator shall prepare the agenda of all such matters according to the order of business, numbering each item consecutively. A complete copy of the agenda shall be sent to each TVTC member in time to reach the recipient not later than 5:00 p.m. three (3) business days prior to each regular TVTC meeting. The Administrator shall exclude from public dissemination any reports or information related to closed session matters.

7. Additions to Agenda

No matters shall be finally acted upon by the TVTC unless they are included on the posted agenda; provided, however, items of business not appearing on the posted agenda may be considered pursuant to applicable Brown Act provisions.

8. Order of Business

The business of the TVTC at each regular meeting shall be taken up for consideration and disposition in the following order:

1. Call to Order
2. Roll Call
3. Public Comment
4. Approval of Meeting Minutes
5. Oral Communication
6. Old Business
7. New Business
8. Other Business/Announcements
9. Adjournment

The Chair, in the absence of any objection by the TVTC members, or a majority vote of the TVTC, may change the order of business at any time during the meeting; furthermore, the TVTC may set hearings for a specific time and such hearing shall begin at the stated time, or as soon thereafter as possible.

9. Official Action of the TVTC

The TVTC shall take official action by ordinance, resolution or minute order.

E. ADDRESSING THE TVTC

1. Right to Address TVTC

Any person has the right to address the TVTC during consideration of any item on the TVTC's agenda or during the time for public comment if the subject matter is not on the agenda but pertains to that within the jurisdiction of the TVTC.

2. Time Limitation

The Chair or a majority of the TVTC may limit the time speakers may have to make oral presentations or offer public comment to the TVTC. In the event that more than one person makes such a request on any one item of business, the Chair may forthwith designate a reasonable time limit for it. When any group of persons wishes to address the TVTC on the same subject matter, it shall be proper for the Chair or TVTC to inquire whether or not the group has a spokesperson, and if so, to direct that the spokesperson be heard first, with the subsequent speakers in the group limited to information not already presented by the spokesperson.

F. RULES OF PARLIAMENTARY PROCEDURE AND DEBATE

1. Call to Order

The Chair, or in his/her absence, the Vice Chair, shall take the chair at the appointed hour for the meeting, and shall call the TVTC to order. In the absence of the Chair and the Vice Chair, and the failure of the Chair to appoint a temporary Chair, the Administrator shall call the TVTC to order, whereupon a temporary Chair will be elected by the members present. If the Chair or Vice Chair should arrive after the meeting is called to order, the temporary Chair shall serve until the disposal of the item then under consideration after which the Chair or Vice Chair shall assume the chair. In no event shall the temporary Chair serve beyond adjournment.

2. Roll Call

Before proceeding with the business of the TVTC, the Administrator shall call the roll of the TVTC members, and the names of those present, absent or excused shall be entered in the minutes.

3. Reading of the Minutes

Unless the reading of the minutes of a TVTC meeting is requested by a majority of the TVTC, such minutes may be approved without reading as part of the consent calendar if the Administrator has previously furnished each TVTC member with a copy.

4. Chair May Debate and Vote

The Chair may move, second and debate from the Chair, subject only to such limitations of debate as are, by these rules, imposed on all TVTC members and shall not be deprived of any of the rights or privileges of TVTC members by reason of his/her acting as Chair.

5. Obtaining the Floor

Any TVTC member desiring to speak shall address the Chair, and upon recognition by the Chair, shall confine him/herself to the question under debate.

6. Decorum

While the TVTC is in session, the TVTC members and members of the public must preserve and observe order and decorum, and no person shall, by conversation or otherwise, delay or interrupt the proceedings or

the orderly conduct of the meeting, nor disturb any TVTC member while speaking, or refuse to obey the orders of the TVTC or of the Chair, except as otherwise herein provided. When necessary to enforce decorum, the Chair or the TVTC itself may order a person removed from the public meeting, or the public meeting may be recessed or closed pursuant to state law.

7. Interruptions

A TVTC member, once recognized, shall not be interrupted when speaking unless (a) called to order by the Chair, (b) a point of order or personal privilege is raised by another TVTC member, or (c) the speaker chooses to yield to a question by another TVTC member. If a TVTC member, while speaking, is called to order, he/she shall cease speaking until the question of order is determined and, if determined to be in order, he/she may proceed.

8. Points of Order

Only a TVTC member, the Administrator or the legal counsel may raise a point of order. Points of order shall be limited to cases where the discussion or debate on the floor does not pertain to the item of business before the TVTC at the time or is in violation of any of the provisions of these rules of parliamentary procedure and debate.

9. Personal Privilege

The right of a TVTC member to address the TVTC on a question of personal privilege shall be limited to cases in which his/her integrity, character or motives are questioned or where the comfort or welfare of the TVTC, staff and audience are concerned. A TVTC member raising a point of personal privilege may interrupt another TVTC member who has the floor, subject only to the power of the Chair to call him/her out of order.

10. Call for the Question

A call for the question is a motion to halt debate on a motion before the TVTC. A TVTC member calling for the question must receive a second to his/her motion. A properly moved and seconded call for the question must be voted on immediately and is not debatable. If the motion calling for the question passes by a two-thirds vote, then the motion before the TVTC on which the question was called must be voted on immediately without further debate.

11. Recognition of the TVTC Staff

Members of the TVTC staff, after recognition by the Chair, shall hold the floor until completion of their remarks or until recognition is withdrawn by the Chair.

12. Failure to Vote

A TVTC member who fails to vote without stating his/her abstention or without being disqualified shall be deemed to have cast a "yes" vote.

13. Change of Vote

A TVTC member may change his/her vote only if he/she makes a timely request during the TVTC meeting at which the vote was taken and provided said change does not affect the outcome of the vote.

14. Reconsideration of Prior Action

A motion to reconsider a vote on an action shall be in order at the same meeting or the next following meeting from which said action was taken. Any final action taken on a quasi-judicial or administrative matter shall not be subject to a motion for reconsideration. Such motion may be made only by a TVTC member who has previously voted with the majority on the matter. Tie votes shall be lost motions and the underlying matter may be reconsidered.

15. Failure to Observe Rules of Order

Rules adopted to expedite the transaction of the business of the TVTC in an orderly fashion are deemed to be procedural only, and the failure to strictly observe such rules shall not affect the jurisdiction of the TVTC or invalidate any action taken at a meeting that is otherwise held in conformity with law.

16. Robert's Rules of Order

As to the determination of a procedural issue not specifically addressed by these Rules, the TVTC will be guided by Robert's Rules of Order.

G. MINUTES

1. Preparation of Minutes

The minutes of the TVTC meetings shall be prepared by the Secretary. The Secretary shall be required to make a record only of such business as was actually passed upon a vote of the TVTC, and shall not be required to make a verbatim transcript of the proceedings. The minutes shall include a record of the names and cities of residence of the persons addressing the TVTC, the subject matter to which their remarks related, and, if relevant, whether they spoke in support of or in opposition to such matter.

2. Remarks of TVTC Members

A TVTC member may request, through the Chair, the privilege of having an abstract of his/her statement of any subject under consideration by the TVTC entered into the minutes. If the TVTC consents thereto, such statement shall be included in the minutes.

3. Protest Against TVTC Action

Any TVTC member shall have the right to have the reasons of his/her dissent from or his/her protest against any action of the TVTC entered in the minutes.

4. Synopsis of Debate

The Secretary may be directed by the Chair, with the consent of the TVTC, to enter in the minutes a synopsis of the discussion on any question coming regularly before the TVTC.

5. Delivery of Minutes

As soon as possible after each TVTC meeting, but no later than 72 hours before the next TVTC meeting, barring any emergency situation, the Secretary shall cause a copy of the minutes thereof to be forwarded to the TVTC members, the legal counsel, and such other staff members, agencies or persons as may be designated by the TVTC or that may have specifically requested such in writing.

6. Electronic Recordings

The Secretary may electronically record all TVTC meetings, when possible, except closed sessions, to assist the Secretary in preparation of the minutes, and will retain the recordings for at least two (2) years. Said

recording files shall not be an official TVTC record, but shall be available to the public upon request.

7. Public Access to Minutes and Recordings

At least one copy of the minutes of each TVTC meeting and, if one exists, at least one copy of the electronic recording of each TVTC meeting shall be maintained by the Secretary for said two-year period, in such a manner as to be readily available for inspection by the residents of the jurisdiction of the TVTC or their authorized representatives, subject only to whatever reasonable conditions the Secretary may require to avoid excessive interferences with the TVTC business or misuse and destruction of TVTC property.

8. Storage of the Minutes

The official copy of the TVTC minutes and electronic recording shall be stored in the administrative offices of the TVTC, or such other depository as may be designated by the TVTC.

H. MISCELLANEOUS PROVISIONS

1. Annual Administrative Budget

The TVTC shall adopt a budget for administrative costs annually prior to July 1 of each year. The TVTC may revise the budget from time to time within a fiscal year. The TVTC may not approve a deficit spending administrative budget in any fiscal year nor may the TVTC make any unbudgeted expenditures. The adoption of an annual administrative budget, or any revisions, shall require a vote of a supermajority of five.

2. Project Expenditures

The TVTC may approve the expenditure of funds for projects in the Strategic Expenditure Plan ("SEP") at any time during the year. Only projects that are in the current approved SEP may receive funds. Approval of funds for projects on the current SEP shall require a majority vote.

3. Agency Expenditures

All expenditures of funds shall be set forth through the adoption of an annual TVTC Administrative Budget. Expenditures consistent with the

annual administrative budget will require the following signature authority:

- a. Up to \$10,000 may be authorized by the Administrator;
- b. From \$10,001 and up to \$25,000 may be authorized by the joint signature of the TVTC Chair and Vice Chair;
- c. Over \$25,000 must be approved by Resolution of the TVTC.

Prior to expending funds, or entering into contracts, in excess of \$5,000, the TVTC shall utilize a Request for Qualification and/or Proposal solicitation process.

4. Treasurer as Depository

The Treasurer is the custodian of the TVTC's funds.

5. Administrator as Custodian

The TVTC Administrator is designated as property custodian of the TVTC.

6. Audit

At the close of each fiscal year, an audit of the accounts and records of the TVTC shall be made in accordance with Section 6505 of the Act. Any costs of the audit, including contracts with, or employment of, certified public accountants, shall be borne by the TVTC and shall be a charge against any unencumbered funds of the TVTC.

7. Conflict of Interest Code

The TVTC shall adopt a Conflict of Interest Code in compliance with the Political Reform Act (Cal. Government Code Section 81000 et seq.).

8. Insurance

The TVTC shall procure and maintain, for the duration of the agency, insurance against claims for injuries to persons or damage to property which may arise from, or in connection with the Council's operations or performance under the terms of the JEPA. The cost of such insurance shall be borne by the TVTC. The TVTC shall adopt an insurance policy and update it annually.

- a. Minimum Scope of Insurance: Coverage shall be at least as broad as:

- i. Insurance Services Office Commercial General Liability coverage (occurrence form CG 0001).
 - ii. Insurance Services Office form number CA 0001 covering Automobile Liability, code 1 (any auto).
 - iii. Workers' Compensation insurance as required by the State of California and Employer's Liability Insurance.
 - iv. Directors and Officers Liability Insurance
- b. Minimum Limits of Insurance: TVTC shall maintain limits no less than:
- i. General Liability, including operations, products and completed operations, as applicable:

\$1,000,000 per occurrence for bodily injury, personal injury and property damage. If Commercial General Liability Insurance or other form with a general aggregate limit is used, either the general aggregate limit shall apply separately to this project/location or the general aggregate limit shall be twice the required occurrence limit.
 - ii. Automobile Liability:

\$1,000,000 per accident for bodily injury and property damage.
 - iii. Employer's Liability:

\$1,000,000 per accident for bodily injury or disease.
 - iv. Directors and Officers Liability:

\$1,000,000 per claim.
- c. Acceptability of Insurers: Insurance is to be placed with insurers with a current A.M. Best's rating of no less than A: VII, unless otherwise acceptable to the TVTC.
- d. Other Insurance Provisions: The general liability and automobile liability policies are to contain, or be endorsed to contain, the following provisions:
- i. The Tri-Valley Transportation Council, each member agency and their respective boards of supervisors, city councils, officers, officials, employees and designated volunteers are to be covered as insureds as respects: liability arising out of

activities performed by or on behalf of the TVTC; or automobiles owned, leased, hired or borrowed by the TVTC. The coverage shall contain no special limitations on the scope of protection afforded to the Tri-Valley Transportation Council, including each member agency and their respective officers, officials, employees and designated volunteers

- ii. For any claims related to the TVTC. The TVTC insurance coverage shall be primary insurance with respect to the TVTC, including each member agency and their respective officers, officials, employees and designated volunteers. Any insurance or self-insurance maintained by any of the member agencies and their respective officers, officials, employees and designated volunteers shall be excess of the TVTC's insurance and shall not contribute with it.
 - iii. Any failure to comply with reporting or other provisions of the policy including breaches of warranties shall not affect coverage provided to the Tri-Valley Transportation Council, including each member agency and their respective officers, officials, employees and designated volunteers.
 - iv. The TVTC's insurance shall apply separately to each insured against whom claim is made or suit is brought, except with respect to the limits of the insurer's liability.
 - v. Each insurance policy required by this clause shall be endorsed to state that coverage shall not be canceled by either party, except after 30 days' prior written notice by certified mail, return receipt requested, has been given to the TVTC.
- e. Verification of Coverage: TVTC shall furnish to each member agency certificates of insurance and endorsement(s) effecting coverage to TVTC. The endorsements shall be on forms acceptable to the TVTC. The TVTC shall provide complete, certified copies of all insurance policies required by this section to each member agency upon request.