

EXHIBIT A

CARMEL VALLEY ROAD COMMITTEE BY-LAW GUIDELINES

1. Organization:

The Committee shall annually elect a chairperson, a vice-chairperson and a secretary.

2. Time and place of meeting:

The Committee shall establish a regular meeting schedule and the date, time and place to meet.

3. Quorum:

A quorum is defined as a majority of the members of the committee. Actions of the committee require a majority vote of the quorum.

4. Minutes:

Minutes shall be kept for each meeting.

5. Attendance:

Members are expected to attend a minimum of two-thirds of the regular scheduled meetings.

6. Committee Duties and Procedures:

- a. The Committee shall act on matters related to the CVTIP. The Committee shall not be used as a forum for discussion of matters not on the written meeting agenda or beyond the purview of specific Committee's responsibilities.
- b. To ensure the integrity of this process, Committee members shall treat fellow members and members of the public in a respectful, and courteous manner.