



LOS ANGELES COUNTY  
METROPOLITAN TRANSPORTATION AUTHORITY

**BOARD RULES AND  
PROCEDURES**

Adopted: 06/23/1993

Amended: 01/01/2025

**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION  
AUTHORITY**

**RULES AND PROCEDURES**

**SECTION 1: MEETINGS**

1.1 Meetings

Amended October 23, 1997

- A. Regular Meeting. The regular meeting of the Los Angeles County Metropolitan Transportation Authority (MTA) shall be held the fourth Thursday of each month commencing at 9:30 a.m., or at a date and time designated by the Chair, at the MTA Headquarters Building, One Gateway Plaza, Los Angeles.

Adopted June 23, 1993

- B. Annual Meeting. The regular meeting in June will be deemed the annual meeting.
- C. Special Meetings. Special meetings of the Los Angeles County Metropolitan Transportation Authority may be called in the same manner provided by Section 54956 of the Government Code.

Adopted April 27, 2023

- D. Annual Recess Month. August will be deemed the annual recess month.

Amended October 23, 1997

E. Adjourned Meetings. The Los Angeles County Metropolitan Transportation Authority may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment in accordance with Section 54955 of the Government Code.

Amended March 25, 2010

F. SAFE (State Authority for Freeway Emergencies) Board Meetings  
The Board of Directors of the Los Angeles County Metropolitan Transportation Authority will convene as the SAFE Board and hold meetings as specified in section 1.1.A for Regular MTA Board Meetings.

Adopted June 23, 1993

1.2 Quorum. A majority of the voting members of the Board of Directors of the Los Angeles County Metropolitan Transportation Authority shall constitute a quorum, and, except for any decision for which more than a majority vote is specifically required, all actions at a meeting shall require the affirmative vote of a majority of the voting members of the Board.

Amended March 25, 2010

1.3 Rule of Necessity. When, due to conflicts of interest, there is an insufficient number of Directors to vote on an action or make a decision legally required to be made, a random selection by lot from the group of conflicted Directors will take place until a voting quorum is reached. This Rule of Necessity would not apply if there is a quorum of members without conflicts, whether or not those members are present.

Amended October 23, 1997

1.4 Committee of the Whole. At any meeting not held due to lack of a quorum, the members present, if less than a quorum of the Authority, may constitute themselves a “Committee of the Whole”, for purposes of discussing agenda matters or any other matter of interest to the members present. The Committee shall automatically cease if a quorum is reached.

Amended June 26, 2014

1.5 Committees.

A. The Metropolitan Transportation Authority shall have at a minimum five standing committees, i.e., Executive Management and Audit, System Safety, Security and Operations, Finance and Budget, Planning & Programming, and Construction. The Chair may designate other standing and ad hoc committees subject to

concurrence of the Board and shall make appointments to all committees. Committee meetings will be held on the third Wednesday and Thursday of each month or at dates and times designated by the Chair, at the MTA Headquarters Building, One Gateway Plaza, Los Angeles.

B. Joint Committee meetings may be scheduled by the Chair.

Should the number of Directors in attendance constitute a quorum of the Board, the joint committee meeting would follow the rules of a Regular Board meeting. If the number of Directors in attendance does not constitute a quorum, the joint committee meeting would follow the rules of a Committee meeting.

C. The Board may delegate to committees any responsibilities authorized by law, including the power to approve contracts with a four-fifths vote.

Adopted June 23, 1993

D. Committee Quorum. A majority of the members of a committee shall constitute a quorum. Fifty percent (50%) of the members of a committee with an even number of members shall constitute a quorum for that committee. When a committee cannot establish a quorum, a visiting MTA member may be temporarily appointed by the chair of the committee to sit as a substitute member of the

committee during that meeting. Also, any member present may participate in any discussion.

Adopted June 23, 1993

1.6 Ralph M. Brown Act. All meetings of the Los Angeles County Metropolitan Transportation Authority shall be conducted in the manner prescribed by the Ralph M. Brown Act (Chapter 9, commencing with Section 54950, Part 1, Division 2, and Title 5 of the Government Code). All Committees and Subcommittees which make recommendations to the Authority Board shall also be conducted in the manner prescribed in the Ralph M. Brown Act notwithstanding the less than a quorum exception.

1.7 Robert's Rules of Order. The proceedings of the Board shall be governed by the provisions of law applicable thereto and, except as herein provided, suspended, or modified from time to time by the Board, by Robert's Rules of Order, newly revised. Provided, further, that the failure to follow Robert's Rules of Order shall not invalidate any action taken. The General Counsel shall act as parliamentarian and, on request of the Chair, shall give parliamentary advice. To the extent that these rules and procedures are inconsistent with Robert's Rules of Order, these rules shall supersede Robert's Rules of Order.

Amended March 25, 2010

Amended May 21, 2021

1.8 Miscellaneous Provisions.

A. Requests To Address The Board or Committee On Agenda Items.

All requests to address the Board or Committee on either agenda or non-agenda items shall be submitted to the Board Clerk in writing prior to the start of each meeting. Requests to speak shall be taken in the order received. The Board shall reserve the right to limit redundant or repetitive public comment.

B. Addressing the Board. No person shall address the Board or Committee until he/she has first been recognized by the Chair. All persons addressing the Authority shall give their name for the purpose of the record.

1. Agenda Items - The Board shall provide an opportunity at Board/committee meetings for the public to address the Board on each agenda item, before or during consideration of the item, for up to five (5) minutes on each item, or at the discretion of the Chair. Each person will be allowed to speak for one minute. This requirement shall not apply if, as is the case for Board Consent Calendar items, the opportunity for public

comment on the item was previously provided by a Board committee or meeting at which a quorum was present and the item has not substantially changed since the committee hearing. (This requirement is in addition to any other hearing requirement specifically imposed by law.)

2. Non-Agenda Items - The Board shall provide an opportunity at Board meetings for the public to address the Board on non-agenda items within the subject matter jurisdiction of the Board, during the public comment period which will be held at the beginning and/or end of each meeting, for up to twenty (20) minutes at the discretion of the Chair.

Amended February 27, 2014

- C. Removal from the Meeting. At the discretion of the Chair or upon vote of the Board, the Chair may order removed from the meeting any person who commits any of the following acts of disruptive conduct in respect to a regular, adjourned regular or special meeting of the Los Angeles County Metropolitan Transportation Authority:



1. Disorderly, contemptuous or insolent behavior toward the governing board or any member thereof, which disrupts, disturbs, or otherwise impedes the orderly conduct of the meeting;
2. A breach of the peace, boisterous conduct or violent disturbance which disrupts, disturbs, or otherwise impedes the orderly conduct of the meeting;
3. Disobedience of any lawful order of the Chair, which shall include an order to be seated or to refrain from addressing the governing board; and/or,
4. Any other unlawful interference with the due and orderly course of said meeting. Any person so removed shall be excluded from further attendance at the meeting from which he/she has been removed, unless permission to attend is granted by a motion adopted by a majority vote of the governing Board, and such exclusion shall be executed by the Sergeant-at-Arms, or designee, upon being so directed by the Chair. The exclusion of person(s) ordered removed from a Board meeting shall also include the removal and exclusion from the interior of the Metro Headquarters

Gateway building until the beginning of the next business day.

- D. Sergeant-at-Arms – The Sergeant-at-Arms, who shall be the Director of Security for the Los Angeles County Metropolitan Transportation Authority, in attendance at the meeting or whose services are commanded by the Chair, shall carry out all orders and instructions given by the Chair for the purpose of maintaining order and decorum at the meeting. In the absence of the Director of Security, the Sergeant-at-Arms duties shall be performed by the designated ranking Metro Security personnel, or sworn law enforcement personnel, as directed by the Chair.

Amended March 25, 2010

Amended May 27, 2021

- 1.9 Directors' Motions. All Directors' motions shall be submitted to the Board Clerk and referred to the appropriate committee by the Chair. The committee chair shall agendaize the item for consideration at the next committee meeting. Notwithstanding the foregoing, a Director may request that an item be agendaized for a full Board Meeting; also items that are time sensitive and require consideration prior to the next committee meeting shall be agendaized for the next Board meeting.

Amending and substitute motions for items already on the Board agenda shall not be subject to these provisions.

Amended March 25, 2010

Amended May 27, 2021

1.10 Pulling items from Consent Calendar.

- A. Only a Director may request that an item be pulled from the Consent Calendar and held for discussion and possible further action by the full Board
- B. All such requests to pull an item from the consent calendar of the Board agenda for discussion shall be made to the Chair and Board Clerk at least thirty (30) minutes before the posted start of the Board meeting.

## **SECTION II: BOARD OF DIRECTORS**

Amended October 25, 1995

2.1 Appointment and Qualifications. Members of the Board of Directors shall be appointed as provided in Section 130051 et seq. of the Public Utilities Code, and shall have the qualifications set forth therein.

Adopted October 23, 1997

2.2 Code of Conduct. Board members shall abide by the MTA Code of Conduct for Board Members and Staff as adopted by the Board of Directors at a duly convened Board Meeting on January 10, 1997.

Amended March 25, 2010

2.3 Compensation. Each member of the Los Angeles County Metropolitan Transportation Authority shall be compensated at a rate not exceeding one hundred fifty dollars (\$150) for any day attending to the business of the Authority, but not to exceed six hundred dollars (\$600) per month; and in addition shall receive other expenses which are directly related to the performance of duties as authorized by the Authority. [PUC Section 130108(B)].

Amended March 25, 2010

2.4 Information. Each member will be provided a copy of any non-confidential correspondence or document relating to policy matters sent or received by the Chair or Vice-Chairs of the Board of the Authority. Outgoing correspondence will be emailed or faxed concurrently with the original.

### **SECTION III: OFFICERS OF THE AUTHORITY**

Amended October 23, 1997

Amended May 27, 2021

3.1 In General. The officers of the Authority shall consist of the members of the Board of Directors: a Chair; a 1st Vice-Chair and a 2nd Vice-Chair, each of whom shall be a member of the Board; a Chief Executive Officer; a General Counsel; an Inspector General; an Ethics Officer; a Board Clerk, and such other or subordinate officers, assistants and deputies as the Board may deem necessary and provide for by ordinance or resolution.

Amended May 24, 2001

3.2 Appointment and Removal of Officers of the Board

A. Appointment of Chair and Vice-Chairs. An election of officers shall be held every year at the annual meeting in June and at such other times as there may be a vacancy in any office. The term of office shall be one (1) year commencing on July 1 and terminating on June 30 one (1) year later. Commencing with the first full term of office, there shall be an automatic City of Los Angeles/County/City Selection rotation in the filling of the Chair, 1st Vice-Chair and 2nd Vice-Chair. The 1st Vice-Chair shall

automatically succeed to the position of Chair and the 2nd Vice-Chair shall automatically succeed to the position of 1st Vice-Chair.

Amended April 27, 1994

B. Vacancies in Board Offices. In the event of a vacancy during the term of the Chair, 1st Vice-Chair, or 2nd Vice-Chair, the Board shall elect a replacement to fill the vacated office. The Board shall select a replacement from an MTA member representing the same constituency as the departing officer, i.e., City of Los Angeles, County of Los Angeles, or City Selection Committee to serve the remainder of the term of the vacant office.

C. Removal of Board Officers. Any officer of the Board may be removed from office at any time by eight (8) affirmative votes.

Amended October 23, 1997

Amended May 27, 2021

Amended January 1, 2025 by AB3123 (PUC 130610)

D. Chief Executive Officer, Board Clerk, General Counsel, Ethics Officer, and Inspector General. The Chief Executive Officer, Board Clerk, General Counsel, Ethics Officer and Inspector General shall be appointed by the affirmative votes of a majority of the members of the Board. The Board Clerk and General Counsel may be removed by the affirmative votes of a majority of the members of the Board of Directors. The Chief Executive

Officer shall be removed only upon the occurrence of one or both of the following: (1) a two-thirds majority of the members of the Board votes for removal; or (2) the Chief Executive Officer, Inspector General, or Ethics Officer violates a federal or state law, regulation, local ordinance, or policy or practice of the Authority, relative to ethical practices, including but not limited to, the acceptance of gifts or contributions. Salaries for these officers shall be set by the Board of Directors and reviewed annually. All Board appointed Officers shall attend meetings of the Authority and shall be entitled to participate in the deliberations, but shall not have a vote as to any matter before the Authority.

Adopted June 23, 1993

3.3 The Chair. The Chair shall preside at all meetings of the Authority and shall exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by these Rules and Procedures. In any case where the execution of a document or the performance of an act is directed, the Chair, unless a resolution or ordinance otherwise provides, is empowered to execute such documents or perform such act.

3.4 Vice-Chairs. The 1st Vice-Chair shall perform the duties of the Chair in absence or inability of the Chair, and, when so acting, shall have



all the powers of and be subject to all the restrictions upon the Chair. The 2nd Vice-Chair shall perform the duties of the 1st Vice-Chair and the Chair in the absence or inability of these officers and shall be governed by the powers and restrictions upon these offices.

3.5 Pro Tempore and Acting CEO. On recommendation of the Chief Executive Officer, the Board of Directors may approve a list of Executive staff members authorized to serve as Chief Executive Officer Pro Tempore during any absence or disability of the Chief Executive Officer.

3.6 Chief Executive Officer.

A. In General. The Chief Executive Officer shall be a full-time officer of the Authority and carry out the direction of the Board and shall have responsibility for the administration of the MTA not reserved by law or by the MTA Board to itself, or otherwise delegated by the Board. The Chief Executive Officer will have all the powers necessary to carry out the duties of his/her office.

Amended October 23, 1997

B. Term of Employment. Effective January 1998, the Chief Executive Officer shall be appointed to a term of four (4) years and may be removed as provided in Section 3.2.D of these Rules and Procedures.

Amended May 27, 2021

3.7 The Board Clerk.

- A. Authority Meetings. The Board Clerk shall be a full-time officer of the Authority and shall keep or cause to be kept the official minutes, at the principal office or such other place as the Board of Directors may direct, of all meetings of the Board of Directors. The Board Clerk shall give, or cause to be given, notice of all meetings as required by these Rules and Procedures. The Board Clerk shall keep the seal of the Authority in safe custody, and shall retain tapes of Board and Committee meetings for a period of at least five (5) years. The Board Clerk shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Rules and Procedures.
- B. Agent for Service of Process. The Board Clerk is the Authority's agent for service of process. In addition, claims for money or damages against the Authority and wage garnishments, shall be referred to the Board Clerk. The Board Clerk is authorized to perform all functions of the Board of Directors prescribed by Part 3 of Division 3.6 Title I of the Government Code with respect to such claims other than the allowance, compromise or settlement of such claims. The Board Clerk may delegate or refer claims not

involving lawsuits to appropriate departments. Claims involving lawsuits regarding personal injury, property damage and workers' compensation may be referred to the Claims Administrator.

Adopted June 23, 1993

3.8 General Counsel. The General Counsel shall be a person admitted to practice law in the Supreme Court of California and shall have been actively engaged in the practice of law for not less than seven (7) years next preceding appointment. The General Counsel shall have such powers and perform such duties as may be prescribed by the Board of Directors or by these Rules and Procedures.

Amended October 23, 1997

3.9 The Inspector General.

A. In General. The Inspector General shall be a full-time officer of the Authority and shall direct an independent and objective unit reporting directly to the Board of Directors:

1. to conduct and supervise audits, reviews and analyses relating to the programs, operations, and contracts of the MTA (but not including internal audits directed by the Chief Executive Officer);

2. to receive and investigate complaints from any source or proactively concerning alleged abuse, fraud or waste of MTA resources;
3. to provide leadership and coordination and recommend policies or remedial actions to be taken to correct deficiencies and promote economy, efficiency, and effectiveness;
4. to provide the MTA Board of Directors and management with independent analyses evaluations and appraisals of performance effectiveness, accuracy of information systems, economic and efficient utilization of resources, and adequacy of internal controls;
5. to report quarterly on the expenditures of the MTA for travel, meals and refreshments; private club dues; membership fees and other charges; and any other expenditures which are specified by the MTA Board; and
6. to keep the MTA Board of Directors and management informed of issues and deficiencies relating to compliance with applicable policies, procedures, Federal and State laws, regulations and grants, and the need and status of any appropriate corrective action.

Adopted October 23, 1997

- B. Term of Employment. Effective January 1998, the Inspector General shall be appointed to a term of four (4) years and may be removed as provided in Section 3.2.D of these Rules and Procedures.

Adopted March 23, 1994

- C. Appointment of Inspector General Staff. The Inspector General shall, in accordance with applicable Human Resources policies, appoint such staff as is required to carry out the duties and responsibilities of the Office of Inspector General.

- D. Authority. The Inspector General is authorized:

1. to have full, free and unrestricted access to all MTA records, reports, audits, reviews, plans, projections, documents, files, contracts, memoranda, correspondence, data or information on audio, video, computer tape, disk, and other materials of the MTA;
2. to subpoena witnesses, administer oaths or affirmations, take testimony and compel the production of such books, papers, records and documents as may be deemed relevant to any inquiry or investigation undertaken;

3. to select, appoint, and employ such officers and employees as may be necessary to carry out the functions, powers and duties of the Office of Inspector General;
4. to the extent, and in such amounts as may be approved by the MTA Board, pursuant to the Rules and Procedures and applicable procurement policies, to enter into contracts and other arrangements for audits, investigations, studies, analyses and other services with public agencies and with private persons to carry out the duties and responsibilities of the Office of Inspector General;
5. to have direct and prompt access to any MTA Board member, officer, employee or contractor as may be necessary to carry out the duties and responsibilities of the Office of Inspector General; and
6. to make available to appropriate law enforcement officials information and evidence which relate to criminal acts that may be obtained in the course of Office of Inspector General duties.

E. Complaints by Employees; Disclosure of Identity, Reprisals.

1. The Inspector General may receive and investigate complaints or information from any source, including any

employee of the MTA, or MTA contractor, concerning the possible existence of an activity constituting a violation of law, rules or regulations, or mismanagement, gross waste of funds, abuse of authority or a substantial and specific danger to the public health and safety.

2. The Inspector General shall not disclose the identity of an employee, without the consent of the employee, from whom a complaint or information has been received, unless such disclosure is unavoidable during the course of the investigation.
3. Any employee who complains or discloses information to the Inspector General shall not be subject to any reprisal or threat of reprisal unless the complaint was made or the information disclosed with the knowledge that it was false or with willful disregard for its truth or falsity.

F. Duties and Responsibilities of the Inspector General.

1. In addition to the responsibilities listed in 3.9.A., it shall be the responsibility of the Inspector General:
  - a. to provide policy direction for, and to conduct, supervise, and coordinate audits, reviews and

investigations relating to, the programs and operations of the MTA;

- b. to report quarterly on the expenditures of the MTA as set forth in Section 130051.9(c) of the California Public Utilities Code;
- c. to report expeditiously to the District Attorney, Attorney General, United States Attorney or other appropriate prosecutive and investigative agencies whenever the Inspector General has reasonable grounds to believe there has been a violation of criminal law; and
- d. to submit criminal justice statistics, and coordinate as necessary on criminal matters with the MTA Police Department.

2. In carrying out the duties and responsibilities of the Office of Inspector General, the Inspector General shall:

- a. comply with the standards set forth in the Government Auditing Standards promulgated by the Comptroller General of the United States; and
- b. establish such other standards or guidelines as are considered necessary.



3. The Inspector General shall cooperate, consult and coordinate as necessary on safety issues with the California Highway Patrol (CHP), the California Public Utilities Commission (PUC) and local police jurisdictions.

Adopted October 23, 1997

3.10 Ethics Officer. The Ethics Officer shall be the filing officer for the Authority's Statement of Economic Interests and Codes of Conduct.

Amended January 1, 2025 by AB3123, PUC 130610(c)-(d)

A. In General. The Ethics Officer shall be a full-time officer of the Authority and shall operate in an independent manner:

1. to interpret relevant authorities and provide advice to the Board and MTA relating to codes of conduct, lobbying, governmental ethics, campaign finance, fair procurement practices, and conflicts of interest;
2. to propose amendments to codes of conduct that apply to the Board, MTA employees, and MTA contractors, when appropriate, subject to approval by the Board; and
3. to serve as the filing officer for the Authority's Statement of Economic Interest and Codes of Conduct.
4. complete other duties and responsibilities as required by applicable law or code.

Amended January 1, 2025 by AB3123, PUC 130610(f)

B. Term of Employment. The Ethics Officer shall be appointed and may be removed as provided in Section 3.2.D of these Rules and Procedures.

Amended January 1, 2025 by AB3123, PUC 130610(c)(2)

C. Privileged Nature of Advice. Any advice provided by the Ethics Officer shall be confidential and entitled to all applicable privileges.

Amended January 1, 2025 by AB3123, PUC 130610(f)

D. Violation of Ethics Rules. The Inspector General may confer with the Ethics Officer on any potential violations of ethics-related rules and laws that apply to the Board and MTA. The Ethics Officer may make recommendations regarding a potential violation for consideration by the Inspector General.

Adopted June 23, 1993

**SECTION IV: OFFICE**

- 4.1 The Los Angeles County Metropolitan Transportation Authority shall maintain an office as designated by the Board of Directors.

## **SECTION V: AMENDMENTS**

- 5.1 These Rules and Procedures may be amended at any meeting of the Board of Directors if notice of such amendment is given on the agenda distributed to the Directors pursuant to these Rules and Procedures describing in general terms the nature of the amendment to be proposed.

**SECTION VI: DIRECTOR EXPENSE REIMBURSEMENT AND TRAVEL**  
**POLICY**

Amended March 25, 2010

Amended May 27, 2021

Administratively Amended August 8, 2023 (Name change of the policy)

6.1 General. Board Members may from time to time be required to travel on behalf of the Authority. Blanket authority is hereby given to the Board Clerk for travel to American Public Transportation Association related functions and to Washington, D. C. and Sacramento for legislative purposes. All MTA related travel shall be governed by the provisions contained in this section and in conformance with the Metro Travel and Business Expense Policy (Policy #GEN 65) adopted and amended from time to time by the Board of Directors.

Amended May 27, 2021

6.2 Development of Board Travel/Expense Reimbursement Policy and Procedures. Director Expense Reimbursement and Travel Policy and Procedures will be considered by the Executive Management Committee, adopted by the Board, and administered through the Board Clerk's Office.

Adopted June 23, 1993

6.3 Statement of Accuracy. All Directors will be required, to the best of their knowledge, to declare under penalty of perjury that the information contained in requests for expense reimbursement is correct.

Amended October 23, 1997

Amended May 27, 2021

6.4 Approval of Expenses and Resolution of Disputed Expense Claims. Expenses and supporting documentation shall be submitted to the Board Clerk monthly. Allowable expenses related to Board business up to \$250 per month will be reimbursed upon approval by the Board Clerk. Expenses over \$250 per month shall be reviewed by the Board Clerk and approved by the Chair or designee. Disputed expense claims shall be referred to the Executive Management Committee. If no resolution is reached, disputed expense claims shall be referred to the full MTA Board.

Adopted June 23, 1993

6.5 Audit and Review. All Director expense reimbursement requests are subject to audit and review. Further, these expenses will be included in the Inspector General's quarterly report on MTA expenses.

**Amended June 22, 2017**

6.6 Board Travel Expense. Metro shall reimburse ordinary, necessary and reasonable business expenses, incurred in connection with official responsibilities performed on behalf of Metro; however, in order to qualify for full reimbursement, travel arrangements must be made through the Metro Travel Office. Metro will reimburse the airfare and hotel costs for Board deputies, up to two round-trips per fiscal year per Board office, as long as the purpose of the trip is to perform the official responsibilities of the deputy on behalf of Metro, those responsibilities are in fact carried out and performed by the deputy and the trip by the deputy is authorized by the Director to whom the deputy reports. **Metro will reimburse the travel expenses, in conformance with Metro Travel and Business Expense Policy (Policy #FIN 14), for Board deputies' travel to Washington D.C. and Sacramento for Metro legislative purposes when accompanying the Director to whom the deputy reports or when acting on that Director's behalf. Exception to this Travel Policy may be made only with the approval of the Chair of the Board.**

Amended November 13, 2014

6.7 EZ Transit Passes for Board Offices. In an effort to expand work-related travel options, the Base EZ transit pass is offered to Metro Board Directors and up to two authorized Metro Board Transportation Deputies (per Board Office) who have been recommended by their Director. The EZ transit pass will allow the user to travel on Metro bus, Metro rail, and any other EZ transit pass system for the purposes of reviewing and improving the customer experience and services provided. If a zone charge applies, the Board member or transportation deputy receiving the pass shall pay the up-charge.