



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

AGENDA

Board of Directors Meeting
Bay Street Conference Room

5616 Bay Street

Emeryville, CA 94608

January 17th, 2019

Chair

*Geoff Sears, Wareham
Development*

Vice Chair

*Betsy Cooley, At-Large
Residential Member*

Secretary

*Bobby Lee, At-Large
Residential Member*

Treasurer

*Andrew Allen
At-Large Business Member*

Directors

*Max Frankel,
Bay Street*

*Peter Schreiber,
Pixar*

*Colin Osborne
At-Large Employer
Member*

*Ron Silberman,
At-Large Business Member*

1. Call to Order
2. Public Comment
3. Approval of the Minutes of the December 20th, 2018 Board of Directors Meeting (Attachment)
4. Executive Directors Report
 - A. Status Update on EGR Bus Yard at Mandela Parkway
5. Business Items
 - A. Review and discuss the scope and budget proposal from Gray Bowen Scott for continued Executive Director & Agency Administration Services and authorize Chair to execute an Amendment to the Professional Services Agreement (Attachment)
 - B. Fourth Quarter Financial Reports (Attachment)
 - C. Fourth Quarter Ridership and On-Time Performance Reports (Attachment)
 - D. Appoint Audit Committee (Attachment)
6. Suggestions/Requests from Board Members
7. Confirm date of Next Meeting - March 21st, 2019
8. Adjournment

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION
ACTION SUMMARY MINUTES
BOARD OF DIRECTORS MEETING
DECEMBER 20TH, 2018

1. Call to Order

The meeting was called to order at 9:24AM by Geoff Sears, Chair

Directors Present: Geoff Sears, Betsy Cooley, Peter Schreiber, Bobby Lee, Max Frankel

Staff Present: Roni Hatstrup, Mary Grinbergs

2. Public Comment

Betsy inquired about whether the proposed changes to 40th Street, which were discussed at the City Council meeting, would negatively impact Emery Go-Round, particularly the proposed closure of one of the bus stops. Roni noted that she had been involved in the process and that her understanding was that only an AC transit bus stop will be removed. Roni further stated that overall she was supportive of the proposed changes since they would give priority to transit and improve the safety of bicyclist.

3. Approval of the Minutes of the October 18th, 2018 Board of Directors Meeting (Attachment)

Bobby motioned for approval of the minutes. Betsy seconded.

This item was approved by a unanimous vote.

AYE: 5

NAY: 0

ABSTAIN: 0

4. Executive Directors Report

A. Status Update on EGR Bus Yard at Mandela Parkway (Attachment)

Roni noted that the permit application was submitted to the City of Oakland on Nov 19th and that Brian and the BKF team are quickly turning around response to comments from the planning staff, in an effort to expedite the review process.

Roni further noted that the Board would need to determine the communications plan at the next Board meeting, so staff can initiate the PR process in February.

Lastly, Roni informed the Board of the CTC's recent approval at their December 6th meeting to allow Caltrans local division to negotiate lease terms directly with the ETMA.

5. Business Items

A. Review and Consider Approval of Amendment #5 to Professional Services Agreement with BKF Engineers (Attachment)

Roni presented the modified scope of work and budget from BKF for environmental and design work related to the Mandela site. Roni noted that the proposed budget includes the \$73,300 NTP amount previously approved by the Board in August. Roni further noted that she and Brian would continue to be mindful when authorizing work.

Bobby Lee motioned for approval of Amendment #5. Peter Schreiber seconded.

This item was approved by a unanimous vote.

AYE: 5

NAY: 0

ABSTAIN: 0

- B. Review and Consider Approval of Amendment #3 to Professional Services Agreement with Damono Design for continued website maintenance services (Attachment)

Roni requested a 2-year term extension and noted that the current authorized budget is sufficient to cover the cost of the additional 2 year term.

Bobby Lee inquired about whether the ETMA would consider improvements to the Emery Go-Round Website noting the perceived disconnect between the website and the real-time tracking website. After some discussion about the issues with the tracking application and website, Roni agreement to meet with Betsy and Bobby to discuss the issues observed and to determine a course of action to remedy.

Geoff made a motion to extend the term of the agreement only three (3) months to March 31st, 2019. Bobby Lee seconded.

This item was approved by a unanimous vote.

AYE: 5

NAY: 0

ABSTAIN: 0

- C. Review and Consider Approval of Amendment #2 to Professional Services Agreement with John S. Tounger, CPA for continued Bookkeeping and Tax Preparation Services (Attachment)

Geoff motioned for approval of the \$26,000 for 2019 services, however directed Roni to revise the Agreement total to offset the unexpended amount from the prior two years. Peter seconded the motion.

This item was approved by a unanimous vote.

AYE: 5

NAY: 0

ABSTAIN: 0

- D. Review and Consider Approval of Engagement Letter with Low Accountancy for the preparation of the Annual Audit (Attachment)

Roni requested Board approval of the Engagement Letter with Low Accountancy. Geoff Sears inquired about the term of services. Roni noted that a specific term ending date was not defined, but that the audit is complete in April. Peter offered to participate on the audit review committee. The Board agreed to nominate two additional committee members in January.

Betsy Cooley motioned for approval of the Engagement Letter. Geoff Sears seconded.

This item was approved by a unanimous vote.

AYE: 5

NAY: 0

ABSTAIN: 0

- E. Review and Consider Approval of Amendment #1 to Transportation Agreement with the Berkeley Gateway TMA to discontinue the Bayer Mid-day Shuttle (Attachment)

Roni informed the Board of BGTMA's request to discontinue the Bayer Mid-day Shuttle, which is one of the two services defined in the Transportation Agreement between ETMA

and BGTMA. Roni requested Board approval of Amendment #1 to eliminate the Bayer Mid-day shuttle service from the Transportation Agreement.

Bobby motioned for approval Amendment #1. Betsy Cooley seconded.

This item was approved by a unanimous vote.

AYE: 5

NAY: 0

ABSTAIN: 0

- F. Issue a Notice to Proceed for Gray Bowen Scott to continue providing Agency Management services through January 31st, 2019.

Roni noted that the proposal for 2019 services was under review by the Executive Committee and requested Board approval of a Notice to Proceed for continued services beyond the agreement term expiration of December 31, 2018.

Geoff motioned for approval. Bobby Lee seconded.

This item was approved by a unanimous vote.

AYE: 5

NAY: 0

ABSTAIN: 0

6. Suggestions/Requests from Board Members

None.

7. Confirm date of Next Meeting

The next meeting date was confirmed for Thursday, January 17th, 2019 at 9:15AM.

8. Adjournment

The meeting was adjourned at 10:30AM.



December 11, 2018

Geoffrey Sears, Chair
Emeryville Transportation Management Association
(via email: GSears@warehamdevelopment.com)

Dear Mr. Sears,

We are pleased to furnish you with our proposed scope of services and cost proposal for ETMA Agency Management services for calendar year 2019.

The scope of work and cost estimate attached, reflects our proposed work plan for next year. We expect our services to remain consistent throughout the year. In addition to our continued efforts in securing a long term bus yard for the Emery Go-Round, our primary focus will be on maintaining a reliable service for the Emeryville community and identifying and implementing service enhancements to improve the rider experience.

We thank you for allowing us the opportunity to continue providing management and administration services to the organization. Please do not hesitate to contact me if you have any questions or comments.

Sincerely,

A handwritten signature in blue ink, appearing to read 'R Hatrup', is positioned above the printed name.

Veronica 'Roni' Hatrup
Program Manager

Cc: ETMA Executive Committee

Attachments: 2019 Scope of Services
2019 Cost Proposal

EXHIBIT A

GRAY-BOWEN-SCOTT 2019 SCOPE OF WORK FOR EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION AGENCY MANAGEMENT & ADMINISTRATION SERVICES

Gray-Bowen-Scott will provide Agency Management & Administration services for the Emeryville Transportation Management Association (TMA), essentially providing staff for the organization. Primary staffing positions include Executive Director, Operations Administrator and Executive Assistant. A broad description of services include TMA general and financial management; administrative support for the Board of Directors; management and oversight of the operations and maintenance contractor; coordination with City of Emeryville, BART and other partnering agencies; service monitoring and change implementation, when needed; public and membership outreach; fleet management; and procurement of service and capital equipment contracts.

Our proposed scope of work for 2019 services is detailed by task below. A proposed allocation of time for each task is shown on the attached staffing and cost proposal.

I. TMA SERVICES

TASK 1. ASSOCIATION ADMINISTRATION, BOARD SUPPORT & FINANCIAL MANAGEMENT

❖ Association General Management

- Ensure compliance with governing documents, including the TMA Bylaws and Administrative Policies;
- Ensure compliance with new regulations set forth in the PBID Management Plan via the Shuttle Funding Agreement with the City of Emeryville.
- Adhere to Board-established policies and procedures and safeguard the Association's assets and reputation.
- Ensure compliance with current local, state, and federal regulations and requirements.
- Maintain insurance policies and other documents required for prudent TMA operation and compliance with laws.
- Maintain filing system for TMA documents/records and consolidate documents as needed for the annual audit and other reporting needs.
- Coordination on property or lease matters.
- Respond to general information requests from TMA Members.
- Coordinate with legal counsel on claims or various matters which warrant a legal opinion, as needed.

❖ Board of Directors Support

- Prepare, distribute, and maintain (at TMA offices) Board communications and actions: meeting notices and agendas, staff reports, official summaries/minutes, rosters, calendars, operations and financial reports, per Board policies and procedures and the Brown Act. Task includes posting appropriate material on TMA website.
- Ensure access to all TMA records by Board of Directors, Association Members, and public (as may be required by the Brown Act).

- Provide staff support at Board and Committee meetings.
- Recruit new Board Directors as needed.
- Conduct orientation session with new Board Directors. This includes preparation of a Director briefing materials which include, but are not limited to; governing documents, budgets, audited financial statements, and key service agreements.
- Inform the Board and/or appropriate Officers and/or Board committees of pertinent developments.
- Anticipate and inform the Board of emerging issues and trends; recommend actions to address the future viability of the Association and its services.
- Annually, support the Board in evaluating the performance of the Executive Director.
- In the event of emergency situation or service disruptions, keep Board informed of actions taken. When necessary, call or convene emergency meetings of the Board or Executive Committee to authorize responsive action.
- Prepare for and facilitate the election of two (2) Business Directors and one (1) Employer Director at the Annual Membership Meeting.

❖ **Financial Management**

- Prepare the annual budget for Board approval including cost assumptions and analysis of trends.
- Negotiate and recommend to the Board for approval, all contracts, equipment leases, service agreements and consulting agreements in accordance with the organizations Administrative Policies.
- Coordinate and monitor the annual PBID assessment levy process with City and consultants; liaison with the City regarding PBID fund balance held by City.
- Prepare, in conjunction with accountant, periodic financial reports and statements for the Board, per established policies, procedures and calendars.
- Review of all invoices from vendors and contractors to ensure charges are in compliance with the service agreement and/or quote.
- Monitor cost trends to ensure compliance with the TMA approved budget.
- Ensure filing of annual tax returns and annual audit with appropriate recipients.
- Deposit all funds received per approved investment policy.
- Execute Participation Agreements with new contributors, per their conditions of approval with the City of Emeryville.

TASK 2. OPERATIONS & FLEET MAINTENANCE, MANAGEMENT & OVERSIGHT

❖ **Emery Go-Round**

- Oversee the performance of operations and fleet maintenance contractor to ensure that the work is done in accordance with the terms and conditions set forth in the shuttle operations and maintenance agreement;
- As necessary, review cost effectiveness of the Emery Go-Round Shuttle service.
- Modify weekly and monthly operations performance reporting templates, as needed.
- Monitor contractor performance against service standards and goals adopted by the Board.
- Oversee the condition, cost and availability of the fleet through management of the fleet acquisition plan.
- Make recommendations to the Board of Directors regarding the replacement and composition of vehicle fleet. Prepare cost/benefit analysis to evaluate the best strategy for procuring the vehicles (lease, buy, finance). As needed, solicit proposals for vehicle

- purchases and/or leases and prepare newly acquired buses for service.
- Track, monitor and follow up on complaints, accidents and incidents, as necessary.
- Oversee facilities management and security.
- Analyze and review maintenance procedures, conformity of work and determine maintenance efficiencies.
- Conduct quarterly analyses of route performance, cost efficiencies, on-time performance, and other service performance indicators on an ongoing basis.
- Prepare quarterly ridership reports for Board review.
- Prepare rider notifications for vehicle and web posting, as needed.
- Prepare for and attend bi-annual shuttle operation workshops.

TASK 3. REAL-TIME TRACKING & GOOGLE TRANSIT FEED MANAGEMENT

- Coordinate as needed with Syncromatics to ensure GPS tracking equipment and system reporting is properly functioning.
- Coordinate with Trillium to ensure EGR routes and schedules are accurately reflected on Google Maps.
- Update Google Transit Feed Specifications, as needed.
- Coordinate update to Syncromatics data feed, as needed.
-

TASK 4. PUBLIC & MEMBERSHIP OUTREACH

- Develop and facilitate distribution and collection of a 2019 Rider Survey to determine rider satisfaction.
- Communicate with members to monitor their feedback on Emery Go-Round services and address concerns when needed.
- Participate in up to three community and/or employer based outreach events.
- Manage the update of the website, written material, brochures, and other public information documents and web information at least annually to ensure that it is user friendly and promotes the mission of the TMA.
- Respond to questions or complaints per protocols established by the Board.
- Foster and maintain a positive, highly visible public image for the TMA.
- Develop and manage the distribution of the Annual Report.

TASK 5. LIAISON TO PUBLIC AGENCIES & TRANSIT ORGANIZATIONS

- As needed, represent TMA at regional transportation/transit meetings (MTC, AC Transit, BART) and local government agency meetings.
- Coordination with BART to continue improvements with access and security at MacArthur BART.
- Partner and collaborate with the City of Emeryville on new TDM initiatives or infrastructure improvements to enhance shuttle access and/or reduce traffic throughout the City.
- Attend City Council meetings, as needed.

TASK 6. SPECIAL PROJECTS

❖ **Grants Management**

- a. Fulfill grant reporting requirements for the TFCA Grant awarded for 2018 Watergate

- Express Route.
- b. Continue monitoring future grant opportunities.

❖ **Research of New Technologies**

- a. Continue research of options for improved technology to enhance rider experience and increase awareness of the Emery Go-Round service.
- b. Evaluate options for improved passenger counting technologies. Selection and implementation of automated passenger counting equipment.
- c. Evaluate transit signage options. Coordination with the Emeryville residential complexes and businesses on opportunities for enhanced signage.

II. REIMBURSABLE SERVICES

Services provided under the “reimbursable services” category are costs to be funded by others; not the ETMA. Budget assigned to these services are segregated by service and will not be merged or reassigned to ETMA core service tasks shown above.

TASK R1. 8 TO GO PARATRANSIT SHUTTLE SERVICE (CITY OF EMERYVILLE)

- Operations oversight.
- Coordination with the City on various operational matters.
- Contract Management - facilitate renewals and/or modifications to the Paratransit Funding Agreement as needed.
- Preparation of supporting documentation for reimbursement requests.

TASK R2. WEST BERKELEY SHUTTLE (BERKELEY GATEWAY TMA)

- Operations oversight.
- Coordination with BGTMA on operational matters.
- Contract Management – facilitate renewals and modifications to the Transportation Agreement, as needed.
- Planning for service expansion and/or possible TDM enhancements (ETMA bills to BGTMA in addition to daily rate.)

Note: Project management oversight services for the Mandela bus yard project will continue through December 2019, as specified in Amendment 2 approved by the Board on August 16, 2018.

**EXHIBIT B
GRAY-BOWEN-SCOTT
COST PROPOSAL FOR
EMERYVILLE TMA**

		2019					2018				
		Roni Hatstrup	Karen Boggs	Mary Grinbergs	Total Hours GBS	Total Cost Per Task	Roni Hatstrup	Karen Boggs	Mary Grinbergs	Total Hours GBS	Total Cost Per Task
Task #		Executive Director	Operations Administrator	Executive Assistant			Executive Director	Operations Administrator	Executive Assistant		
		\$225	\$165	\$89			\$205	\$160	\$86		
TMA SERVICES¹											
1	Association Administration, Board Support & Finance Management	280	0	550	830	\$ 111,950	312	24	590	926	\$ 118,540
2	Operations & Fleet Maintenance Oversight	280	540	80	900	\$ 159,220	280	630	80	990	\$ 165,080
3	Real Time Tracking & Google Maps Systems Management	110	280	0	390	\$ 70,950	50	180	20	250	\$ 40,770
4	Public & Membership Outreach	60	15	40	115	\$ 19,535	40	20	45	105	\$ 15,270
5	Liaison to Public Agencies & Transit Organizations	60	12	10	82	\$ 16,370	70	36	0	106	\$ 20,110
6	Special Projects	90	60	90	240	\$ 38,160	220	60	90	370	\$ 62,440
Expenses						\$ 1,045					\$ 390
		880	907	770	2557	\$ 417,230	972	950	825	2747	\$ 422,600

REIMBURSABLE SERVICES⁴		2019					2018				
R1	8 to Go Paratransit Shuttle (City of Emeryville/ACTC) ⁶	12	12	40	64	\$ 8,240	16	14	30	60	\$ 8,100
R2	West Berkeley Shuttle & Bayer Mid-Day Shuttle (BGTMA) ⁵	20	50	20	90	\$ 14,530	20	36	40	96	\$ 13,300
Total Reimbursable Services		32	62	60	154	\$ 22,770	36	50	70	156	\$ 21,400
Grand Total:		912	969	830	2711	\$ 440,000	1,008	1,000	895	2903	\$ 444,000

Notes:

- Actual charges will be billed on a time and materials bases for services performed.
- Hours may be shifted amongst other GBS staff members as appropriate, to provide the most efficient level of service.
- Task budgets defined under the TMA Services category are transferrable to other tasks within the TMA Services category.
- Services provided under the "reimbursable services" category are cost to be funded by others; not the ETMA. Budget assigned to these services are segregated by service and will not be merged or reassigned to TMA service tasks defined above.
- West Berkeley Shuttle services are reimbursed to the TMA at a daily rate for operations oversight. Efforts involving planning of future service will be reimbursed to the TMA on a time and material basis.
- Time and materials for 8 to Go services are reimbursed by the City on a monthly basis. All management time incurred by Gray Bowen Scott will be tracked seperately and is fully reimbursed by the City.

ETMA 2018 - 4th Quarter Financial Reports
(Cash Basis)

1/10/2019

EMERY GO-ROUND

(Cash Basis)

4th Quarter Financials					
	2018 Budget	Actual Revenue Rec'd to Date	Variance	% of revenue received	Notes
Revenue					
<u>PBID Revenue</u>					
Net PBID Revenue	3,476,248	3,476,248	869,062	100%	
<u>Non-PBID Revenue</u>					
City - General Benefit Contribution	547,397	547,397	136,850	100%	
ETMA Billed Revenue	98,369	95,592	21,816	97%	
BGTMA (Net balance of WBS revenue)	45,000	131,706	97,956	293%	Includes delayed reimbursements from 2017.
Other Revenue	3,000	2,868	618	96%	
Subtotal Non-PBID Revenues	693,765	777,563	257,239	112%	
Total Revenue	4,170,013	4,253,811	2,168,804	102%	
	2018 Budget	Actual Costs to Date	Variance	% of Budget Expended	Notes
Expenditures					
<u>Direct Costs</u>					
Bus Leases/Purchases	500,000	427,651	52,651	86%	
Maintenance	340,000	283,521	28,521	83%	
Operations Contract	2,100,000	2,074,771	499,771	99%	
Fuel	275,000	266,444	60,194	97%	
Communications	180,000	9,761	(125,239)	5%	
Miscellaneous Operating Costs	15,000	2,476	(8,774)	17%	
Subtotal Direct Costs	3,410,000	3,064,624	507,124	90%	
<u>Indirect Costs</u>					
Professional Services	490,000	403,568	36,068	82%	
Occupancy (site lease, utilities, etc.)	175,000	183,452	52,202	105%	
Bus Yard (Site Development & Relocation)	325,000	90,129	(153,621)	28%	
Membership/Public Outreach Expenses	15,000	4,022	(7,228)	27%	
Pilot Projects and Research	25,000	-	(18,750)	0%	
TMA Insurance	10,000	19,130	11,630	191%	
Meeting expenses, supplies, licenses, fees, etc.	4,000	761	(2,239)	19%	
Subtotal Indirect Costs	1,044,000	701,063	(81,937)	67%	
<u>Replenishment of Cash Reserve</u>					
Estimated Revenue Shortfall	-	-	-		
Cash Reserve Replenishment	-	-	-	N/A	
Subtotal Cash Reserve Replenishment	-	-	-	N/A	
Total TMA Expenditures	4,454,000	3,765,687	425,187	85%	

2018 Revenue vs. Expenditures Balance: (283,987) 488,124

**ETMA 2018 - 4th Quarter Financial Reports
(Cash Basis)**

1/10/2019

WEST BERKELY SHUTTLE		4th Quarter Financials			
<u>Revenue</u>	2018 Budget	Actual Revenue Rec'd to Date	Variance	% of Revenue Received	Notes
BGTMA & Bayer	405,000	466,130	162,380	115%	Includes delayed reimbursements from 2017.
Total Revenue - West Berkeley	405,000	466,130	162,380	115%	
<u>Expenditures</u>	2018 Budget	Actual Costs to Date	Variance	% Expended	Notes
Shuttle Operations	335,000	318,476	67,226	95%	
Professional Service Contracts	25,000	15,948	(2,802)	64%	
Total Expenditures - West Berkeley	360,000	334,424	154,424	93%	

Balance

45,000

131,706

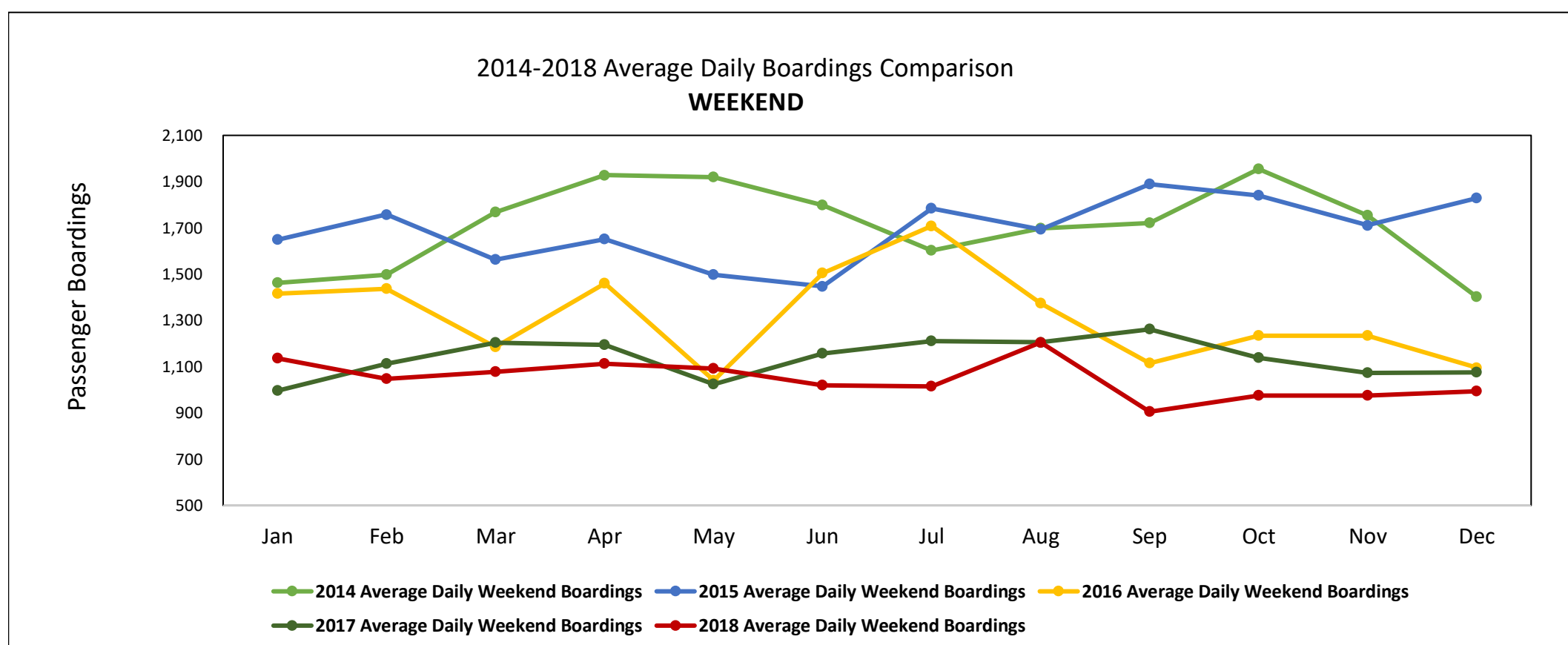
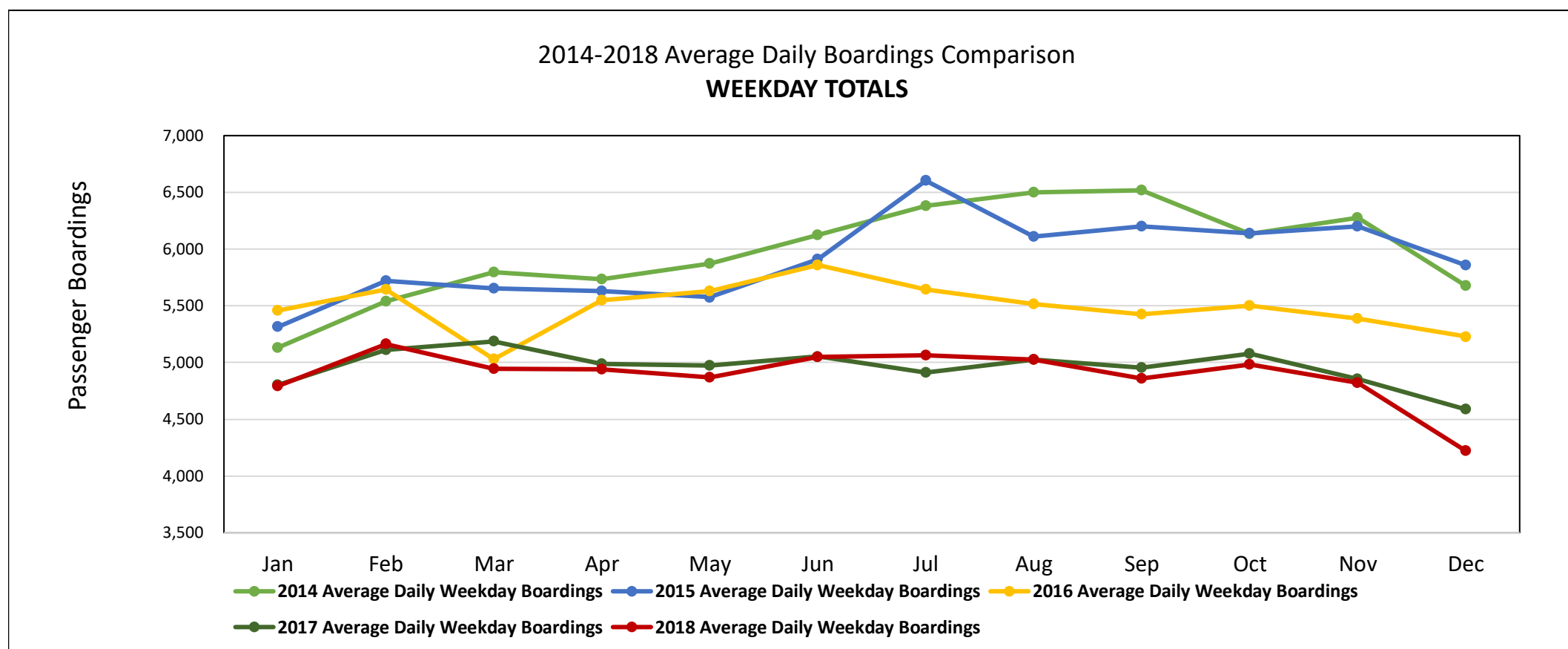
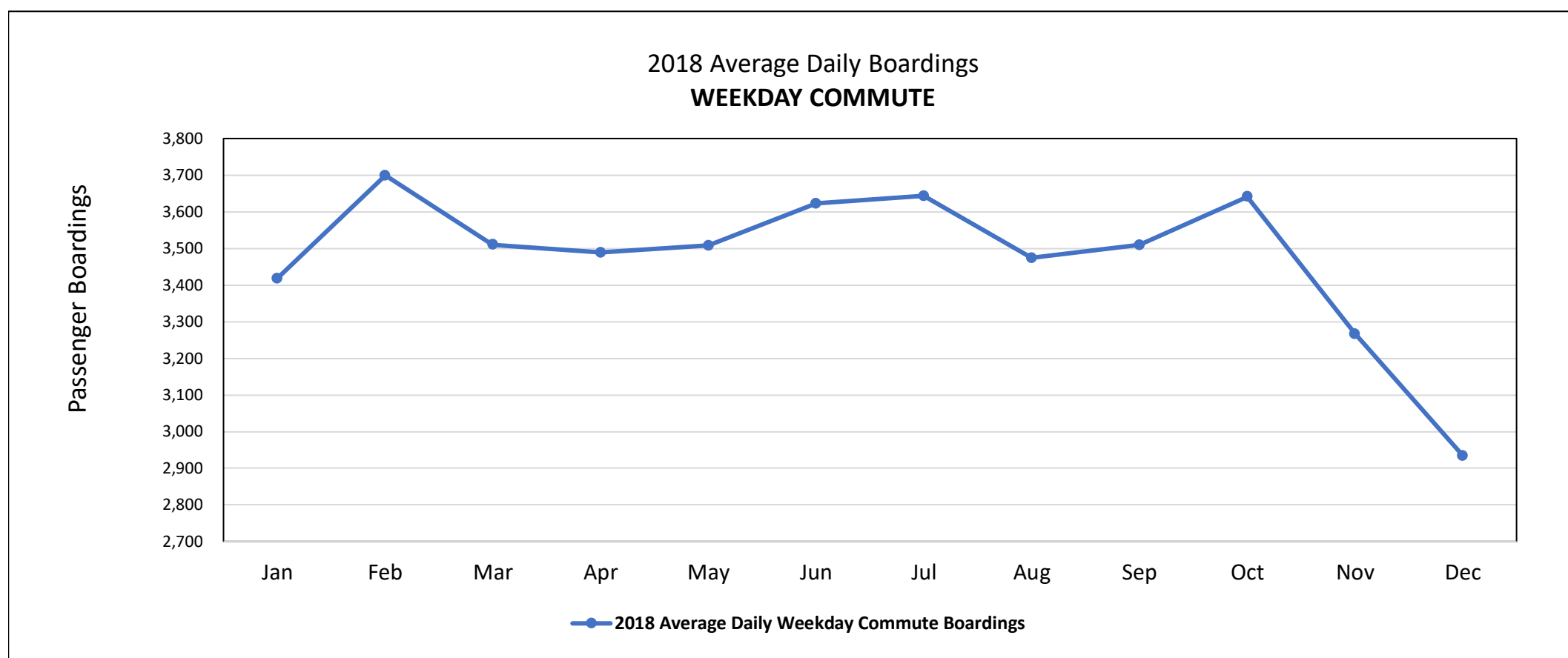
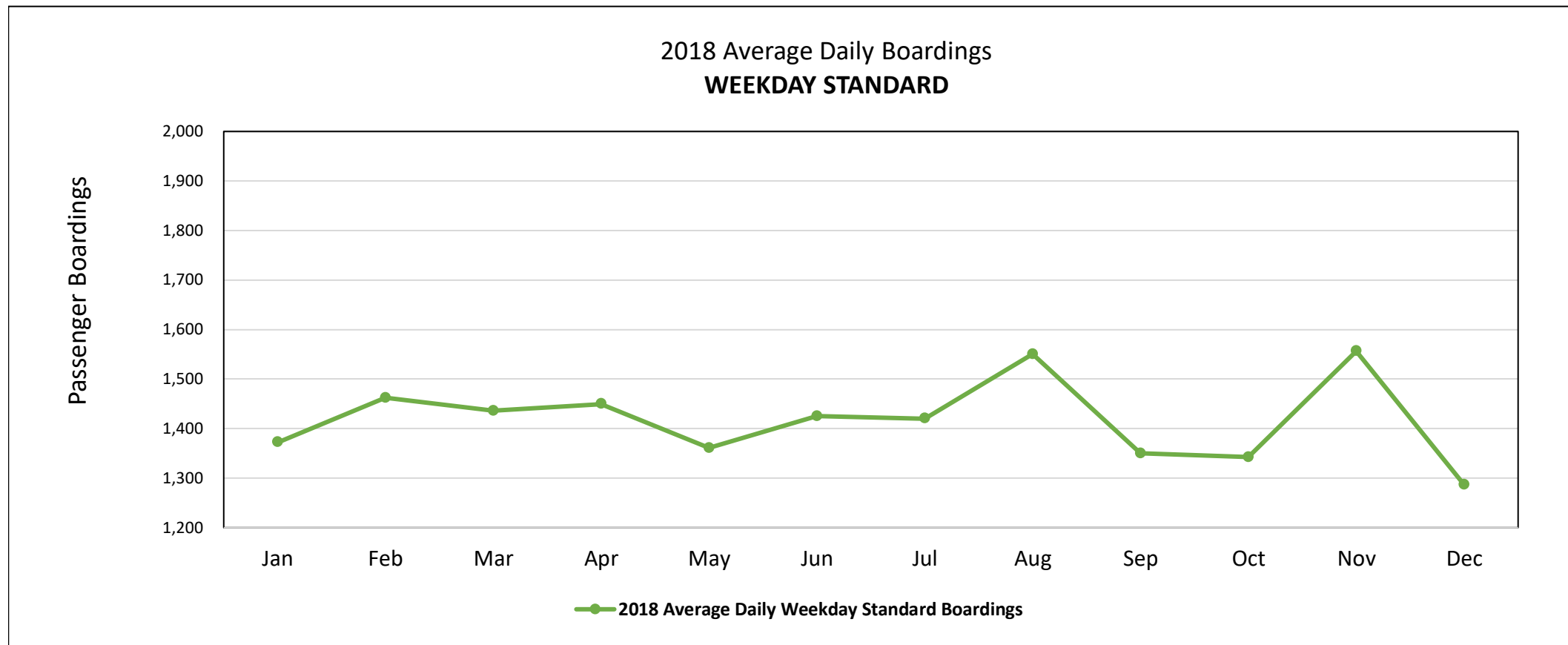
Balance of revenue shown as ETMA revenue above.

City of Emeryville - 8 to Go Paratransit		4th Quarter Financials			
<u>Revenue</u>	2018 Budget	Actual Revenue Rec'd to Date	Variance	% of Revenue Received	Notes
City of Emeryville - 8 to Go Paratransit	97,500	90,877	17,752	93%	Reimbursements through June.
Total Revenue - City	97,500	90,877	17,752	93%	
<u>Expenditures</u>	2018 Budget	Actual Costs to Date	Variance	% Expended	Notes
Shuttle Operations & Maintenance	86,300	84,054	19,329	97%	
Fuel	4,000	3,100	100	77%	
Communications	600	659	209	110%	
Professional Service Contracts	6,600	7,303	2,353	111%	
Total Expenditures - City	97,500	95,116	21,991	98%	

Balance

(4,239)

Total Passenger Boardings per Year/Quarter						
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Total	% inc/dec from prior year
2018 Ridership	339,458	343,628	342,100	325,897	1,351,083	-2.6%
2017 Ridership	348,530	348,438	345,946	334,970	1,377,884	-10.1%
2016 Ridership	371,644	398,192	388,902	374,593	1,533,331	-7.7%
2015 Ridership	387,583	403,515	448,244	421,174	1,660,516	-1.2%
2014 Ridership	381,216	425,010	457,239	416,392	1,679,857	



EMERY GO-ROUND ANNUAL RIDERSHIP SUMMARY

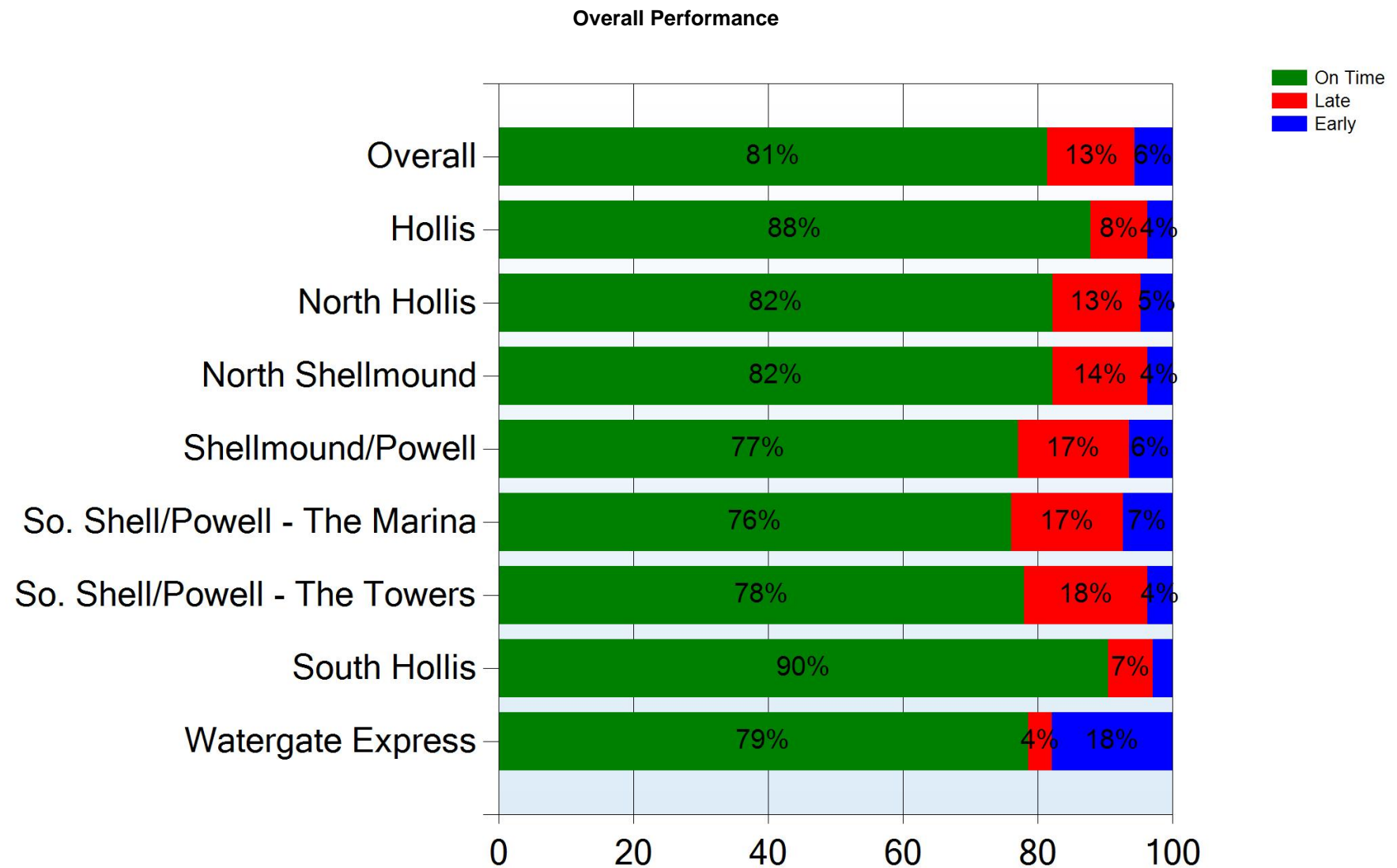
	QTR 1			QTR 2			QTR 3			QTR 4			TOTAL (YTD)
2018	Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	
Hollis	11,081	9,894	11,078	11,355	10,165	9,969	10,027	12,077	8,956	10,966	15,156	8,227	128,951
Shellmound/Powell	19,111	17,890	20,519	19,089	19,771	19,958	19,801	23,582	16,704	19,903	17,527	17,505	231,360
Subtotal Weekday Standard Ridership	30,192	27,784	31,597	30,444	29,936	29,927	29,828	35,659	25,660	30,869	32,683	25,732	360,311
North Hollis	15,531	14,850	15,839	14,819	14,995	15,828	15,981	15,964	14,038	17,296	13,945	11,183	180,269
South Hollis	15,333	14,289	15,909	14,601	15,939	15,434	14,126	17,472	13,905	18,492	14,525	11,089	181,114
North Shellmound	9,657	8,051	9,170	8,814	9,017	8,782	8,986	11,456	7,669	9,665	8,107	7,386	106,760
South Shellmound/Powell	18,217	16,697	17,128	17,335	17,839	17,296	19,553	21,812	14,256	17,681	14,554	14,208	206,576
Watergate Express	16,464	16,402	19,183	17,691	19,379	18,733	17,881	13,205	16,817	20,615	17,477	14,836	208,683
Subtotal Weekday Commute Ridership	75,202	70,289	77,229	73,260	77,169	76,073	76,527	79,909	66,685	83,749	68,608	58,702	883,402
Weekend Shellmound/Powell	9,085	8,375	9,705	8,902	8,741	9,176	9,142	9,638	9,052	7,808	7,808	9,938	107,370
Total	114,479	106,448	118,531	112,606	115,846	115,176	115,497	125,206	101,397	122,426	109,099	94,372	1,351,083

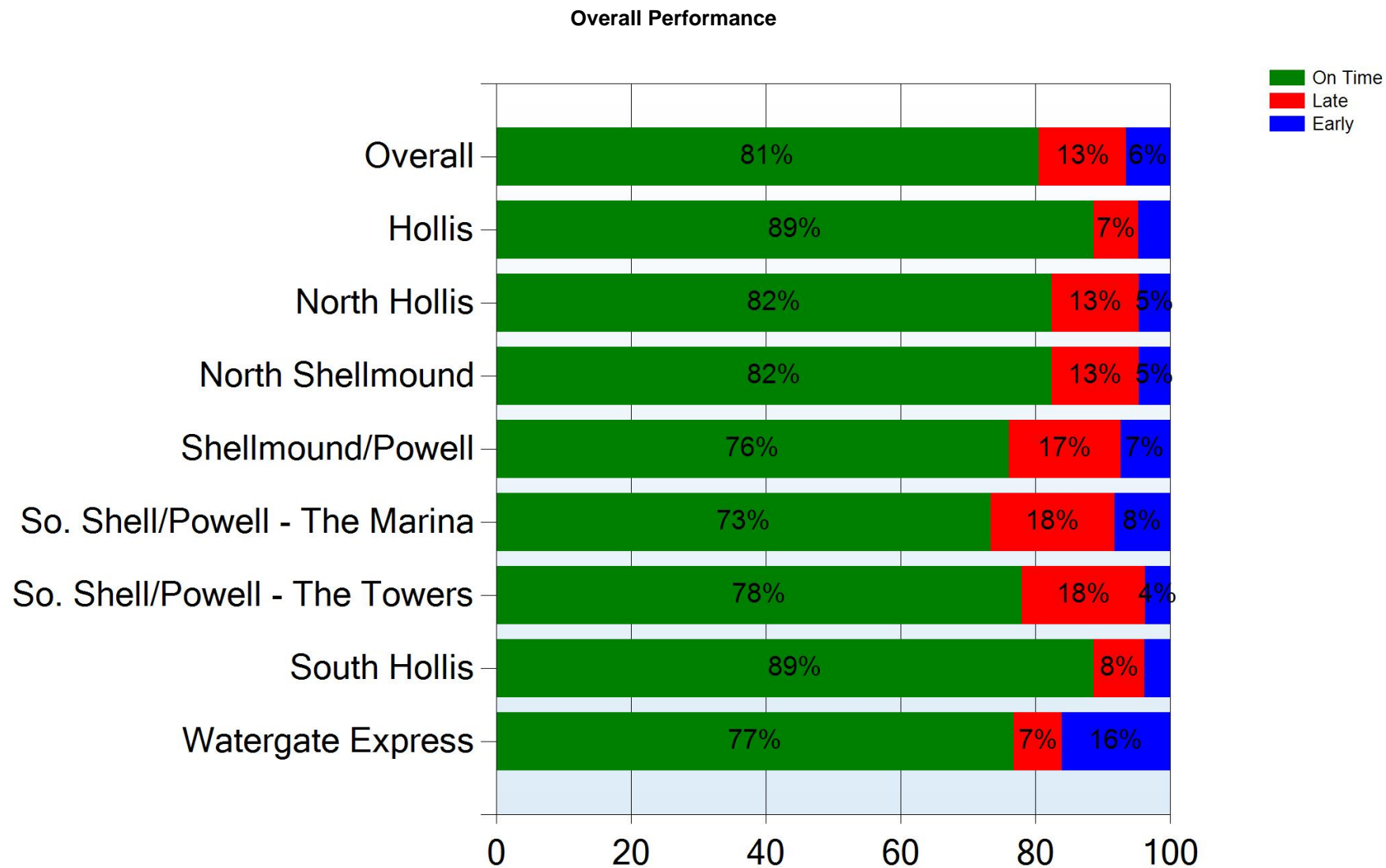
2017	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17	Oct-17	Nov-17	Dec-17	TOTAL (YTD)
Hollis	12,011	10,505	13,831	11,802	12,282	12,195	11,086	12,077	10,141	12,603	11,712	10,251	140,496
Shellmound/Powell	19,987	19,140	23,717	20,181	21,323	22,661	20,134	23,582	18,438	20,265	20,682	19,951	250,061
Subtotal Weekday Standard Ridership	31,998	29,645	37,548	31,983	33,605	34,856	31,220	35,659	28,579	32,868	32,394	30,202	390,557
North Hollis	13,675	13,346	16,301	14,178	16,050	16,285	13,715	15,964	13,551	15,055	14,249	12,490	174,859
South Hollis	17,361	15,898	18,076	15,112	15,479	16,376	14,746	17,472	16,169	17,203	13,884	10,582	188,358
North Shellmound	11,759	10,934	12,807	10,729	11,305	11,474	9,606	11,456	9,689	9,953	8,604	8,038	126,354
South Shellmound/Powell	18,134	16,088	20,713	16,392	20,558	19,574	17,355	21,812	18,736	20,543	17,014	17,217	224,136
Watergate Express	12,738	11,195	13,820	11,321	12,386	12,573	11,579	13,205	12,326	16,072	15,808	13,216	156,239
Subtotal Weekday Commute Ridership	73,667	67,461	81,717	67,732	75,778	76,282	67,001	79,909	70,471	78,826	69,559	61,543	869,946
Weekend Shellmound/Powell	7,969	8,902	9,623	10,746	8,201	9,255	12,116	9,638	11,353	10,241	8,592	10,745	117,381
Total	113,634	106,008	128,888	110,461	117,584	120,393	110,337	125,206	110,403	121,935	110,545	102,490	1,377,884

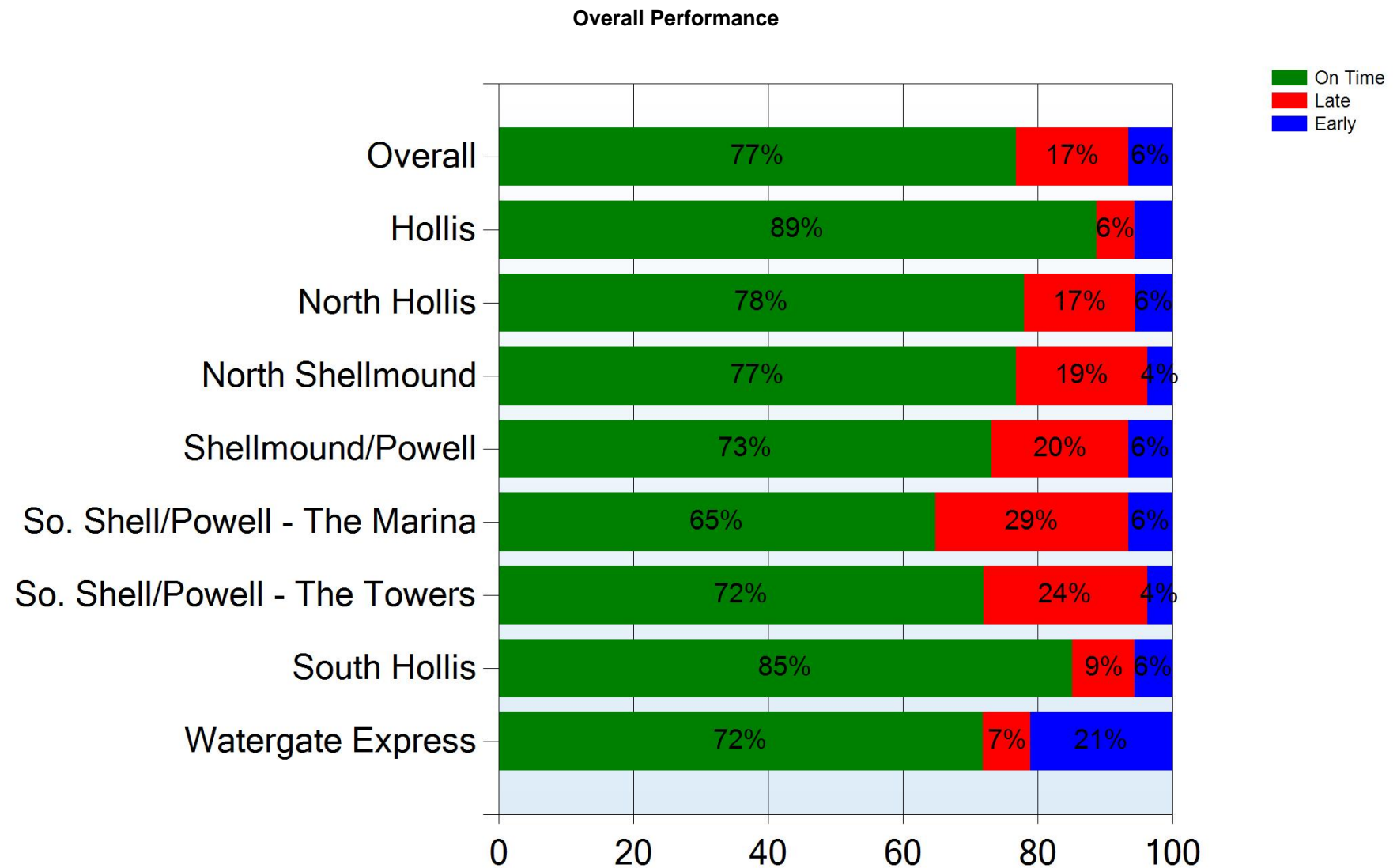
2016	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	TOTAL
Hollis, North Hollis & South Hollis	43,583	46,109	41,550	46,390	46,797	50,452	45,258	49,947	43,972	48,119	46,010	48,021	556,208
Shellmound/Powell	52,215	52,166	57,876	55,282	55,969	62,478	53,386	60,213	54,802	51,172	50,882	51,584	658,025
Watergate Express	13,347	14,617	16,247	14,847	15,453	15,974	14,218	16,702	15,127	16,217	16,201	15,406	184,356
Subtotal Weekday Ridership	109,145	112,892	115,673	116,519	118,219	128,904	112,862	126,862	113,901	115,508	113,093	115,011	1,398,589
Weekend Shellmound/Powell	14,154	11,491	8,289	13,148	9,366	12,036	15,374	10,987	8,916	12,340	9,878	8,763	134,742
Total	123,299	124,383	123,962	129,667	127,585	140,940	128,236	137,849	122,817	127,848	122,971	123,774	1,533,331

2015	Jan-15	Feb-15	Mar-15	Apr-15	May-15	Jun-15	Jul-15	Aug-15	Sep-15	Oct-15	Nov-15	Dec-15	TOTAL
Hollis & South Hollis	43,250	37,042	42,344	44,204	39,936	46,079	56,509	45,506	46,875	50,069	45,901	44,799	542,514
Shellmound/Powell	55,945	58,384	66,183	63,463	57,880	65,894	70,644	65,536	68,297	68682	60,194	62,047	763,149
Watergate Express	12,390	13,237	15,837	16,202	13,682	18,060	18,104	17,225	15,020	16,335	13,293	13,269	182,654
Subtotal Weekday Ridership	111,585	108,663	124,364	123,869	111,498	130,033	145,257	128,267	130,192	135,086	119,388	120,115	1,488,317
Weekend Shellmound/Powell	14,849	14,059	14,063	11,561	14,976	11,578	12,492	16,924	15,112	16,559	15,395	14,631	172,199
Total	126,434	122,722	138,427	135,430	126,474	141,611	157,749	145,191	145,304	151,645	134,783	134,746	1,660,516

2014	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	TOTAL
Hollis & South Hollis	47,089	42,929	46,550	48,131	47,313	49,618	56,946	54,590	56,057	60,313	48,039	41,344	598,919
Shellmound/Powell	51,867	49,034	60,402	63,253	62,423	64,635	69,884	68,466	67,899	65,912	54,922	64,271	742,968
Watergate Express	13,934	13,257	14,809	14,786	13,554	14,355	13,517	13,397	12,927	14,871	11,561	10,777	161,745
Subtotal Weekday Ridership	112,890	105,220	121,761	126,170	123,290	128,608	140,347	136,453	136,883	141,096	114,522	116,392	1,503,632
Weekend Shellmound/Powell	11,693	11,976	17,676	13,493	17,272	16,177	12,822	16,972	13,762	15,636	17,530	11,216	176,225
Total	124,583	117,196	139,437	139,663	140,562	144,785	153,169	153,425	150,645	156,732	132,052	127,608	1,679,857







shall be called by the Chair, or in his or her absence, by the Secretary. A majority of the Executive Committee members shall constitute a quorum. The vote of a majority of the Executive Committee members present at a meeting duly held at which a quorum is present is the act of the Executive Committee.

Section 3 Audit Committee.

If required by law, the Board shall have an Audit Committee which shall consist of at least three (3) Directors, each of whom shall be free of any relationships that would interfere with his or her exercise of independent judgment. Without limiting the foregoing, the Audit Committee shall include no members of the staff of this corporation and no person with a material financial interest in any entity that does business with this corporation. In addition, the Treasurer of this corporation shall not serve on the Audit Committee, regardless of whether he or she is compensated by the corporation. Furthermore, members of the Finance Committee of this corporation (if any) shall comprise less than one-half of the Audit Committee, and the Audit Committee Chair shall not be a member of the Finance Committee. No member of the Audit Committee shall receive any compensation from this corporation except for compensation that he or she may receive for his or her service on the Board.

Each Audit Committee member shall have a general working knowledge of financial reporting and shall be able to understand and interpret financial statements and supporting schedules.

The Audit Committee shall oversee management's preparation of financial statements and the audit by an independent auditor of the financial statements of this corporation. The Audit Committee shall also comply with and perform all functions specified in its charter, if any, as reviewed and established by the Board from time to time. Without limiting the foregoing, the Audit Committee shall have the following express responsibilities on behalf of this corporation, subject to the supervision of the Board.

- A.** Recommending to the Board the retention and termination of an independent auditor to prepare financial statements for the corporation;
- B.** Negotiating the independent auditor's compensation on behalf of the Board;
- C.** Conferring with the auditor to satisfy Members that the financial affairs of the corporation are in order;
- D.** Reviewing and determining whether to accept the audit;
- E.** Assuring that any non-audit services performed by the audit firm conform with the standards for auditors' independence contained in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States (the "Yellow Book");
- F.** Approving the performance of all non-audit services provided by the audit firm;
- G.** Reviewing major changes to the corporation's accounting principles and practices;

H. Reviewing the management letter and the corporation's response with the auditor; and

I. Reviewing, approving, and monitoring the corporation's internal audit function and current compliance activities.

The Audit Committee shall report to the Board periodically, but at least once per year in connection with the presentation to the Board of the corporation's audited financial statements and the auditor's report.

Section 4 Advisory Committees.

The Chair may also create one or more advisory committees to serve at the pleasure of the Chair. Such committees shall not have the authority of the Board and may include both Directors and non-Directors. Non-Directors shall not have voting rights in the committee. Advisory Committees shall comply with the Brown Act, when applicable.

Section 5 Meetings and Action of Committees.

Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 1 Indemnification of Directors, Officers, Employees and Other Agents.

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in Corporations Code Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in Corporations Code Section 5238(a). "Expenses," as used in this bylaw, shall have the same meaning as in Corporations Code Section 5238(a).

Section 2 Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the Corporations Code, the Board shall promptly determine under