



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

AGENDA

Board of Directors Meeting
Bay Street Conference Room

5616 Bay Street

Emeryville, CA 94608

March 21st, 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

Julie Cai,
Bay Street

Peter Schreiber,
Pixar

Colin Osborne

At-Large Employer
Member

Ron Silberman,

At-Large Business Member

Kassandra Kappelos

Public Market

1. Call to Order
2. Public Comment
3. New Director Appointment
 - A. Bay Street
 - B. Public Market
4. Approval of the Minutes of the January 17th, 2018 Board of Directors Meeting (Attachment)
5. Executive Directors Report
 - A. Status Update on EGR Bus Yard at Mandela Parkway
 - i. Oakland Planning Commission – April 3rd
 - ii. MacArthur Maze Freight Corridor Project (Attachment)
6. Business Items
 - A. Review of Draft Emery Go-Round Fleet Transition Plan (Attachment)
 - B. Appoint Audit Committee (Attachment)
 - C. Review of Potential Service to Emeryville Center for Community Life (Attachment)
 - D. Consider Approval of Revised Membership Participation Agreement Boilerplate (Attachment)
 - E. Review and Consider Approval of Amendment #4 to Professional Services Agreement with Damono Design for continued Website Maintenance Services (Attachment)
 - F. Adopt Resolution 19-01 to Establish the Date and Time of the Annual Membership Meeting (Attachment)
7. Suggestions/Requests from Board Members
8. Confirm date of Next Meeting - April 18th, 2019
9. Adjournment

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

ACTION SUMMARY MINUTES

Board of Directors Meeting

January 17th, 2018

1. Call to Order

The meeting was called to order at 9:30AM by Geoff Sears

Directors Present: Geoff Sears, Betsy Cooley, Peter Schreiber, Ron Silberman, Bobby Lee

Staff Present: Roni Hatstrup, Mary Grinbergs

Others: Diana Keena, City of Emeryville

Roni requested to have item 6A moved ahead of the Executive Director's Report.

2. Public Comments

Ron inquired about why the ETMA replaced Nextbus with the Syncromatics real-time tracking software.

Roni noted that, at the time of the transition in 2015, NextBus was not providing the support needed and the technology and reporting was of poor quality.

3. Approval of the Minutes of the December 20th, 2018 Board of Directors Meeting (Attachment)

Betsy motioned for approval. Bobby seconded the motion.

This item was approved by a unanimous vote.

AYE: 5

NAY: 0

ABSTAIN: 0

4. Executive Director's Report

A. Status update on EGR Bus Yard at Mandela Parkway

Roni informed the Board of the recent West Oakland BizAlert meeting, she, Geoff Sears, and Project Manager, Brian Stewart attended and noted the overall response from the attendees was positive. Roni further noted that she and Brian would also attend the West Oakland Neighbors Meeting that evening and invited other Board members to attend.

Geoff initiated discussion among the Board members, in regards to the ETMA formally adopting a plan to transition all or a portion of the Emery Go-Round fleet to cleaner vehicles. The Board directed staff to develop a fleet transition plan and submit to the Board for their review and consideration at the next Board meeting.

This item required no formal action.

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; Handout)

Roni reviewed the 2019 GBS Goals for the year. Due to continued decline in ridership, the Board directed Roni to conduct some research, as to why the ridership has declined in recent years. Roni agreed to develop a plan of action for Board consideration at a future meeting.

Betsy reported on behalf of the Executive Director Review Committee and noted that the committee recommends approval of the 2019 scope and budget proposal provided by Gray Bowen Scott.

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

ACTION SUMMARY MINUTES

Board of Directors Meeting

January 17th, 2018

Betsy motioned for approval. Ron seconded.

This item was approved by a unanimous vote.

AYE: 5

NAY: 0

ABSTAIN: 0

B. Fourth Quarter Financial Reports (Attachment)

Roni Hattrup reported that the total expenditures were over \$600,000 below the approved 2018 budget, due to the delay of planned work for 2018. Roni further noted that the remaining annual balance of \$480,000 would be held in the TMA cash reserve account.

No formal action was required.

C. Fourth Quarter Ridership Report (Attachment)

Roni reported on fourth quarter ridership and noted the recent trends were more consistent with the prior year ridership.

No formal action was required.

D. Appoint Audit Committee (Attachment)

This item was deferred to the next Board meeting.

6. Suggestions/Requests from Board Members

None.

7. Confirm Date of Next Meeting

The meeting date of March 21st, 2019 at 9:15AM was confirmed.

8. Adjournment

The meeting was adjourned at 10:18 AM.



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

March 12, 2019

Department of Transportation, District 4
111 Grand Avenue
Oakland, CA 94612
Attn: Rebecca De Pont, Office of Environmental Analysis, MS-8B

Subject: MacArthur Maze Freight Corridor Project

Dear Ms. De Pont,

The purpose of this letter is to provide comments on the subject project on behalf of the Board of Directors of the Emeryville Transportation Management Association (ETMA).

The ETMA is a non-profit organization which provides the Emery-Go-Round Shuttle program, in partnership with the City of Emeryville. The Emery Go-Round is a first/last-mile shuttle service which connects employees, residents and visitors of Emeryville from the MacArthur BART Station to various locations throughout the City. The service is fare-free and open to the public.

The ETMA is in need of a long term operations and parking facility to store its fleet of shuttle buses and house its operations staff. Over the past year, the ETMA has been working with the Caltrans Airspace Lease department on a long term lease for site ALA 580-34. In December 2018, the California Transportation Commission provided authorization for District 4 to negotiate the terms of the lease with our organization. We are currently in the process of conducting environmental technical studies and preparing our design submittal. Our target date for site occupancy is April 2020.

We have also worked closely with staff from the City of Oakland, who initially reached out to us to see if we were interested in utilizing some under freeway space in Oakland for fleet parking. We understand both Caltrans and Oakland have had challenges with keeping the under freeway sites free from crime, homeless encampments, trash and graffiti. We all agreed our proposed use and improvements of the site would be considered a win/win solution for all.

In the fall 2018, we were informed by the District 4 Airspace Lease Department of the MacArthur Maze Freight Corridor Project and the potential impacts to our proposed site. Since then, we have met with the project team to discuss the project. It is our understanding that there are four alternatives being considered. The one alternative that would negatively impact our proposed use of site ALA 580-34, is Alternative C. Should this alternative be selected, the Emery Go-Round operations and parking facility project would no longer be viable, since Alternative C would require the use of the site for the relocation of the structures above. This would put the ETMA in a very challenging position as we would have to quickly locate another suitable site for our public transportation program, which would likely be located outside of the area and would have a significant impact to the efficiency of our shuttle operation. Additionally, we have already expended a great deal of our limited site development budget on the environmental and design work for the proposed site.



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

In addition to the significant impacts to our project, we are also concerned about the local traffic impacts, should Alternative C be selected. Emeryville is already infused with traffic congestion, particularly during the commute period. We fear Alternative C will significantly worsen the situation, in comparison with the other viable alternatives. This will result in significant impacts to the Emery-Go-Round service, which is so vital to the Emeryville community.

We kindly request that you consider our concerns when making your selection of the build alternatives and request that Alternative C not be selected as the preferred build alternative.

Sincerely,

Veronica 'Roni' Hatrup
Executive Director

Cc: ETMA Board of Directors
Diana Keena, City of Emeryville

I. PURPOSE

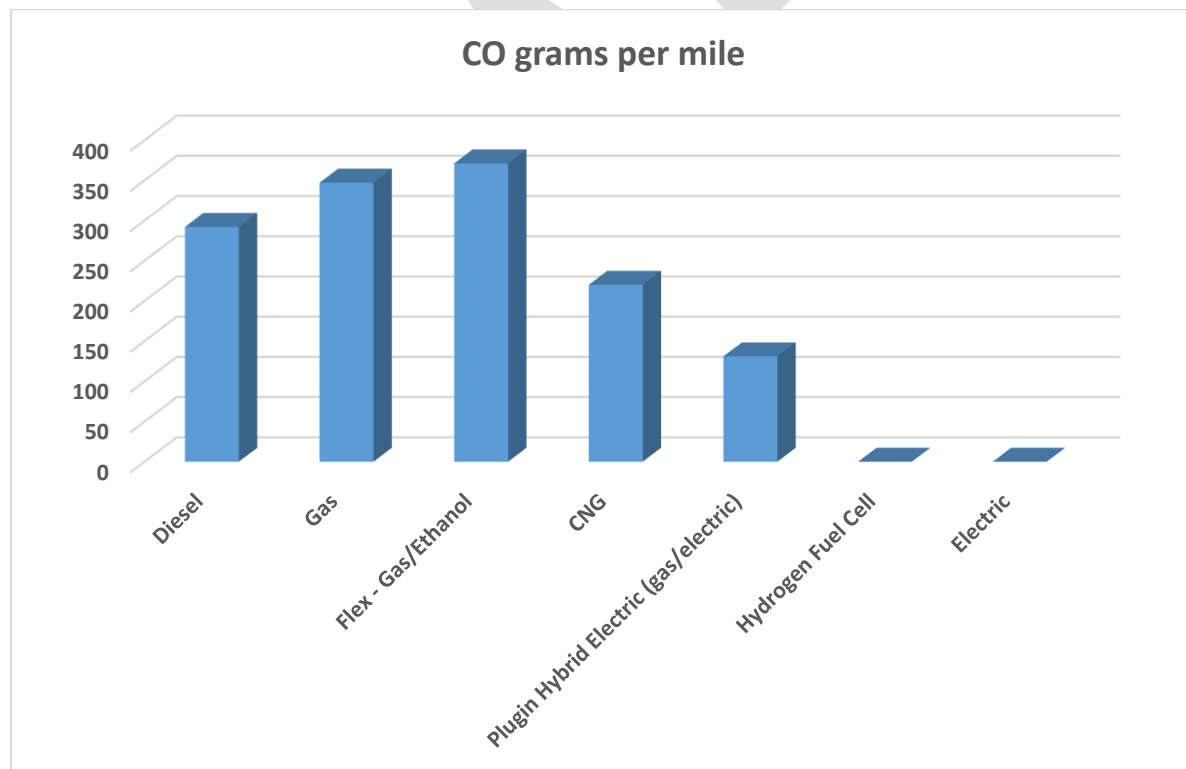
The purpose of the Emery-Go-Round fleet transition plan is to establish goals for the Emeryville Transportation Management Association (ETMA) to transition to increase the environmental friendliness of our fleet of vehicles.

In the City of Emeryville Climate Action Plan 2.0, the City has established goals consistent with the State of California to reduce greenhouse gas (GHG) emissions to 40% below baseline levels by 2030 and 80% below baseline levels by 2050. While many factors contribute to GHG emissions, Transportation is the single largest contributor these emissions in Emeryville. In Section 2.01 of the CAP 2.0 Mitigation Action Plan for 2030, one of the transportation goals the City has defined is to reduce carbon intensity of vehicles through cleaner fuels and electrification by 30%. While this applies to all vehicles, we understand the ETMA would help the City achieve this goal by transitioning a portion, or all of its fleet to hybrid or fully alternative fuel vehicles.

The ETMA will use this Climate Action Plan 2.0 as a baseline for establishing its goals for a clean fleet transition plan.

II. WHAT IS CONSIDERED A “CLEAN VEHICLE”?

The graph below, depicts the measurement of CO emissions by vehicle type.



(Data Source: www.fueleconomy.com)

While there are several options for reduced emission vehicles, we understand only Hydrogen Fuel Cell and Electric are considered zero-emission vehicles, which are more likely to be eligible for grant funding opportunities.

III. THE EMERY GO-ROUND FLEET TODAY

Currently, the Emery Go-Round fleet is comprised of the following vehicles:

TABLE 1: CURRENT EMERY GO-ROUND FLEET

Vehicle Type	Fuel Type	Quantity
International Cutaway Shuttle	Diesel	24
El Dorado National Transit Coach	Diesel	1

Vehicles are fueled at the AC Transit facility in Emeryville and are maintained either by Peterson Trucks or MV Transportation, Inc.

The lifecycle of the cutaway shuttles is between 7-10 years. Our vehicle replacement schedule is shown in the table below:

TABLE 2: FLEET REPLACEMENT SCHEDULE

Bus #	Year	Bus Type	Suggested Replacement Year
114	2007	Coach	2019
487	2013	Cutaway	2020
683	2013	Cutaway	2020
065	2014	Cutaway	2021
066	2014	Cutaway	2021
067	2014	Cutaway	2022
068	2014	Cutaway	2022
207	2015	Cutaway	2023
208	2015	Cutaway	2023
215	2015	Cutaway	2023
216	2015	Cutaway	2023
220	2015	Cutaway	2024
920	2016	Cutaway	2024
921	2016	Cutaway	2024
922	2016	Cutaway	2025
649	2016	Cutaway	2025
650	2016	Cutaway	2025
651	2016	Cutaway	2025
696	2017	Cutaway	2026
697	2017	Cutaway	2026
698	2017	Cutaway	2026
8698	2018	Cutaway	2027
8699	2018	Cutaway	2027
8700	2018	Cutaway	2028
8701	2018	Cutaway	2029

Emery Go-Round Vehicle Cost & Budget

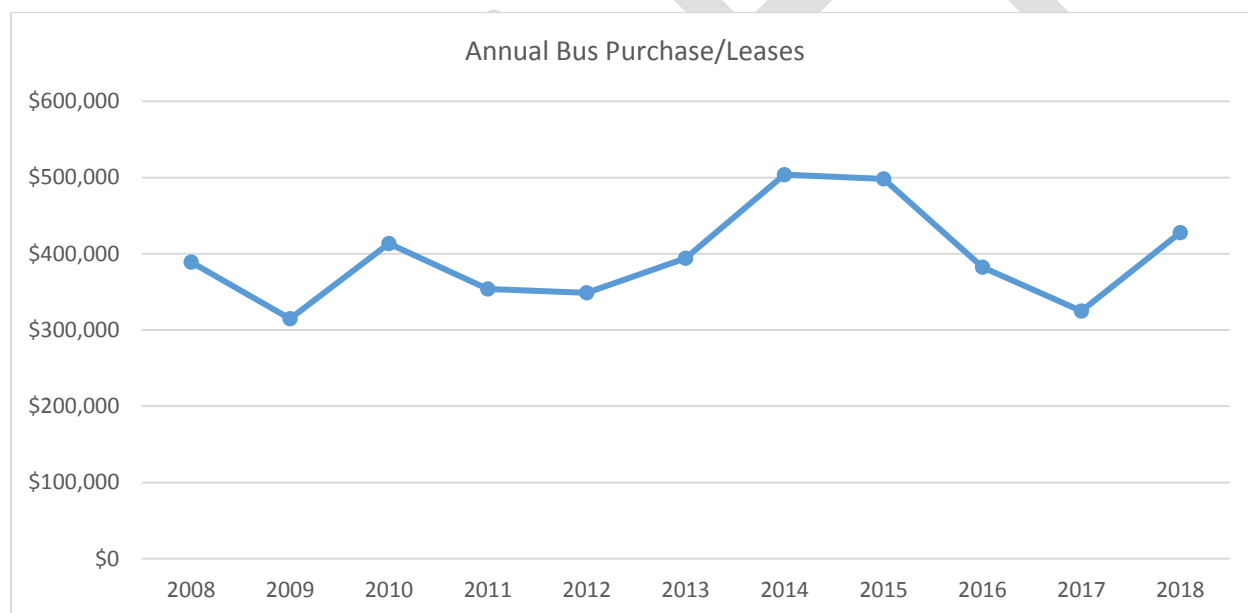
The ETMA has a limited revenue stream for capital equipment replenishment, which is the reason we typically acquire low cost cutaway shuttles. The average cost of our standard 40 foot cutaway shuttle is approximately \$175,000. Our annual vehicle budget for 2019 is itemized in the table below:

Budget Item	2019 Annual Budget
Vehicle Acquisition	\$500,000
Vehicle Maintenance	\$340,000
Fuel	\$300,000
Total 2019 Vehicle Budget	\$1,140,000

Note: Vehicles are typically acquired using loans or lease to purchase agreements, allowing the ETMA to spread out the substantial capital costs over a number of years. The budget shown above is the annual budget allocation for fleet payments, which we anticipate will increase at a rate of 3% per year

The chart below shows the ETMA's historical cost trends for annual bus purchase/lease payments.

FIGURE 1: HISTORICAL COST TRENDS



The ETMA has a constrained revenue stream, which limits our ability to acquire high cost capital equipment. Additional funding would be needed to acquire such equipment.

Emery-Go-Round Fleet Acquisition & Financing Plan

The ETMA maintains a fleet acquisition plan to ensure vehicles are replaced at the end of their anticipated life cycle, as defined in Table 2 above. The fleet payments shown in the Fleet Financing Plan, which is included as **Attachment 1**, are based on the current cost of the International Cutaway Shuttle, inflated 3% per year (rounded) financed over a term of 60 months. In addition to the anticipated acquisition of International Cutaway Shuttles financed over 60 months, we have also included an estimated one-time local match allocation for the anticipated grants for hybrid/alternative fuel vehicles.

These are shown in increments of \$250,000 throughout the current PBID term. The forecasted revenue stream is reflective of an anticipated increase of 3% per year. See **Attachment 1** for details.

IV. EMERY GO-ROUND CLEAN FLEET TRANSITION GOAL

The ETMA has established a goal to transition 20% of its fleet to more environmentally friendly vehicles by 2030. This would equate to 5 hybrid or alternative fuel vehicles by calendar year 2030. In order to accomplish this goal, the ETMA will need to secure grant funding to cover the additional cost of hybrid/alternative fuel vehicles as well as the necessary infrastructure to power such vehicles (i.e. electric charging stations). Additionally, the ETMA will need to secure a long term fleet parking facility, should electric charging infrastructure be required.

I. ETMA'S COMMITMENT

There are various types of hybrid/alternative fuel bus/shuttle options currently available on the market today. It is our understanding that these hybrid/alternative fuel vehicles are significantly more costly than the vehicles we currently acquire, therefore grant funding will be required for the ETMA to succeed in meeting the fleet transition goal. However, the ETMA's Fleet Acquisition & Financing Plan does include \$1,250,000 local match to use for the acquisition of five (5) hybrid/alternative fuel vehicles over the next 10 years. The ETMA is committed to dedicating staff resources to research the various types of vehicles and the grant opportunities available for capital equipment purchases. At a minimum, the ETMA will commit to submitting one (1) grant application per year.

II. ETMA'S FLEET TRANSITION PLAN

a. Phase 1 – Vehicle Evaluation

ETMA will research the various types of vehicles available and prepare a matrix of options to include the following:

- Fleet Dealer
- Vehicle Make/Model
- Vehicle Capacity
- Fuel Type
- Estimated Fuel Cost
- Estimated CO2 Emissions
- Fueling Logistics/Infrastructure Needs
- Vehicle Cost Estimate
- Infrastructure/Fueling Logistics Cost Estimate
- Maintenance Cost/Logistics

The specific grant requirements will likely influence the type of vehicle selected by the ETMA.

b. Phase 2: Research of Grant Opportunities

In an effort to incentivize consumers and transportation providers to shift to clean vehicles, there are various grant opportunities offered by the State of California. ETMA will research the various grant opportunities available, in collaboration with the City of Emeryville, to identify the following:

- Applicable Funding Grants Available

Emery Go-Round Fleet Transition Plan

- Grant Funding Cycle
- Recipient Eligibility Requirements
- Vehicle Fuel Type Requirements
- Fleet Emission Reduction Requirements
- Potential Funding Available
- Local Match Requirements
- Timeline Restrictions

c. Phase 3: Grant Application Schedule

ETMA, in partnership with the City of Emeryville, will develop a grants application schedule to define the specific steps required to complete the grants application process as well as the anticipated date(s) of activities (if applicable).

d. Phase 4: Grant Application Submittals

As noted above, the ETMA will commit to completing a minimum of one (1) grant funding application per year, in partnership with the City of Emeryville.

e. Phase 5: Grant Award/Vehicle Acquisition

Upon successful award of a funding grant, the ETMA will acquire the vehicles authorized through the grant.

III. ETMA FLEET TRANSITION MILESTONE SCHEDULE & GOALS

Phase	Target Completion Date
Phase 1 – Vehicle Evaluation	April 12 th , 2019
Phase 2 – Research of Grant Opportunities	May 17 th , 2019
Phase 3 – Grant Application Schedule	May 31 st , 2019
Goal #1 – Successful Award of Grant for the Acquisition of 1 Alternative Fuel Vehicle	December 31 st , 2022
Goal #2 - Successful Award of Grant for the Acquisition of 1 Alternative Fuel Vehicle	December 31 st , 2024
Goal #2 - Successful Award of Grant for the Acquisition of 1 Alternative Fuel Vehicle	December 31 st , 2025
Goal #3 – Successful Award of Grant for the Acquisition of 2 Alternative Fuel Vehicles	December 31 st , 2029

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

Emery Go-Round Service to ECCL & EBI

Presented to: ETMA Board of Directors

Date: March 21st, 2019



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

Purpose & Need

- The EGR does not currently provide adequate service to the schools.
- The nearest bus stop to EBI is more than ¼ mile walking distance.
- Potential for increased EGR ridership and reduced commute traffic.

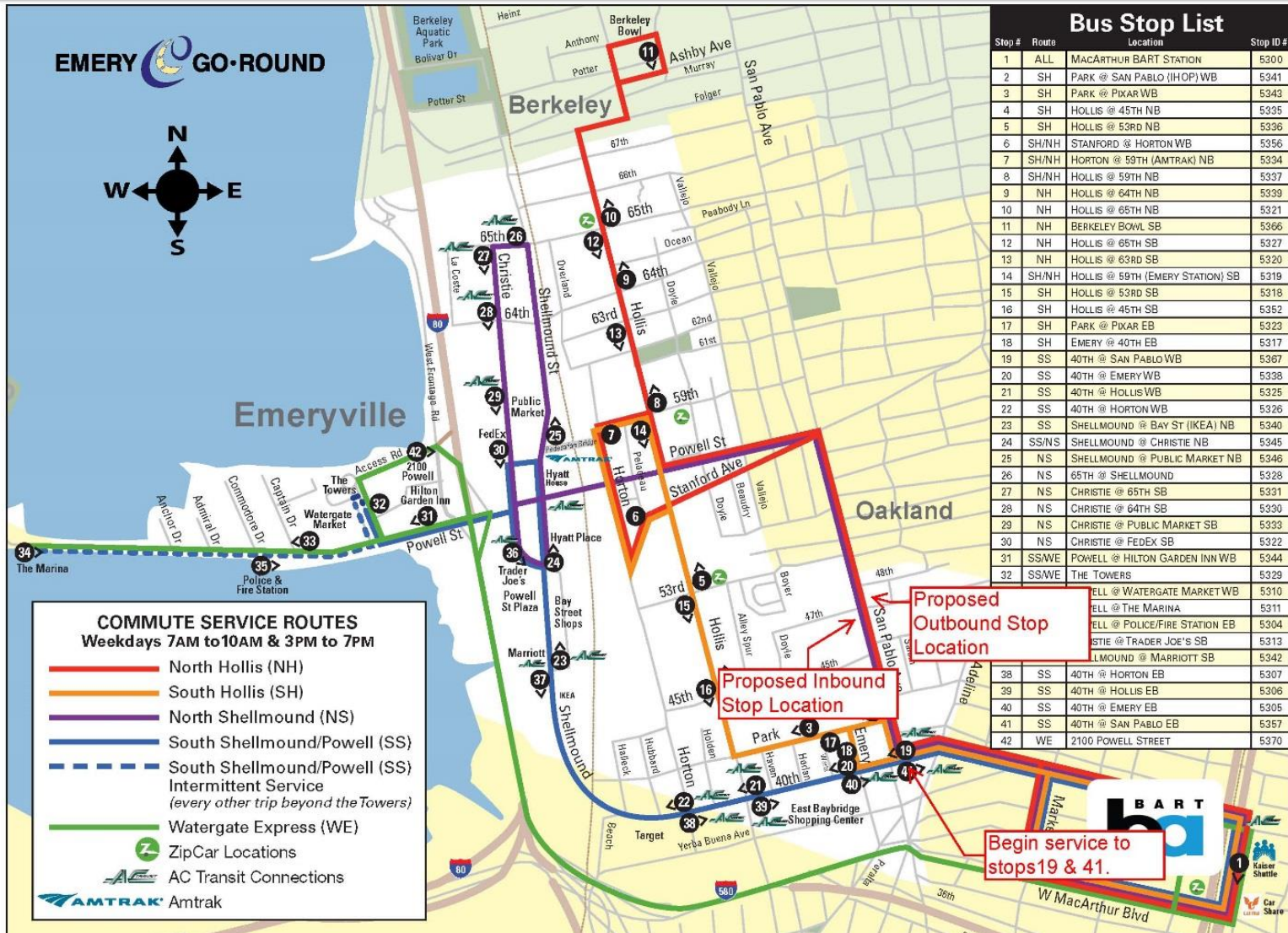


Proposed Service Modification

- Add 1 outbound stop and 1 inbound stop on the North Hollis Commute Service route at the corner of San Pablo & 47th Street.
- Begin North Hollis service to 40th & San Pablo (currently only served by S. Shellmound/Powell during the commute period).



Proposed Service Modifications



Anticipated Stop Times

- Commute Service
Operating hours:
7AM-10AM & 3PM-7PM.
- Service Frequency:
Every 10 minutes in
the AM and every
10-15 minutes in the
PM.

AM Commute Service	
Outbound @ San Pablo & 47th	Inbound @ San Pablo & 47th
7:09 AM	7:24 AM
7:19 PM	7:34 PM
7:29 AM	7:44 AM
7:39 PM	7:54 PM
7:49 AM	8:04 AM
7:59 PM	8:14 PM
8:09 AM	8:24 AM
8:19 PM	8:34 PM
8:29 AM	8:44 AM
8:39 PM	8:54 PM
8:49 AM	9:04 AM
8:59 PM	9:14 PM
9:09 AM	9:24 AM
9:19 PM	9:34 PM
9:29 AM	9:44 AM
9:39 PM	9:54 PM
9:49 AM	10:04 AM
9:59 PM	10:14 PM

PM Commute Service	
Outbound @ San Pablo & 47th	Inbound @ San Pablo & 47th
3:09 PM	3:27 PM
3:23 PM	3:43 PM
3:33 AM	3:53 PM
3:49 PM	4:08 PM
3:59 PM	4:18 PM
4:08 PM	4:28 PM
4:23 PM	4:44 PM
4:33 PM	4:56 PM
4:43 PM	5:04 PM
4:54 PM	5:14 PM
5:09 PM	5:29 PM
5:24 PM	5:46 PM
5:39 PM	5:59 PM
5:49 PM	6:09 PM
5:59 PM	6:19 PM
6:14 PM	6:34 PM
6:29 PM	6:48 PM
6:39 PM	6:58 PM
6:53 PM	7:13 PM



Proposed Service Modifications

- Anticipate no change in schedule for all other stops.
- Ridership is currently low, so capacity is not expected to be an issue.
- Low cost solution to serve both school campuses (only bus stop signage and staff time. No change in operating hours).



Other Considerations

- Approval from AC Transit would be required to utilize their stops at 47th Street.
- Approval from the City of Emeryville would be required since this would likely impose new PBID assessment on properties that are not currently assessed.



Implementation Activities and Target Dates

- ETMA Board Approval – March 21st
- City of Emeryville Approval – April 5th
- AC Transit Approval – April 5th
- Route Guide Update – April 12th
- Bus Stop Sign Installation – April 19th
- Information Systems Update – April 19th
- Notice to Riders – April 22nd
- Begin Service – May 6th



Questions?

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

MEMBERSHIP PARTICIPATION AGREEMENT

This Membership Participation Agreement ("Agreement"), dated _____, 2019, by and between the Emeryville Transportation Management Association ("**ETMA**"), a California nonprofit public benefit corporation and _____, a _____ corporation ("**Participant**"), (collectively the "**Parties**") is made with reference to the following facts:

- A. ETMA has been formed to develop, implement and promote programs to manage transportation resources in the City of Emeryville, CA;
- B. ETMA has developed and implemented a shuttle program ("**Shuttle Program**") to provide a connection from the MacArthur BART station to various locations throughout the City of Emeryville, which is primarily funded by means of a Property-based Business Improvement District ("**PBID**") that is administered by the City of Emeryville;
- C. ETMA has entered into a service contract ("**Operator Contract**") with a shuttle provider ("**Operator**") to operate its Shuttle Program; and
- D. The Parties desire to enter into this Agreement to set forth the terms for Participant's membership in ETMA, both during the pendency of the PBID and in the event the PBID expires or is otherwise terminated and not replaced.

NOW, THEREFORE, it is agreed as follows:

- 1. **Term:** The term of this Agreement shall continue for a minimum of one year. Following the expiration of the initial period, the term of this Agreement shall be automatically extended on a year-to-year basis, unless Participant provides notice of cancellation at least 90 days prior to the start of the next year's term. Participant is solely responsible for complying with any conditions of approval for their property, including any requirement that it maintain a membership in the ETMA.
- 2. **Shuttle Program Funding:** The Participant's contribution is set forth in Exhibit A, "Shuttle Contribution Schedule," attached hereto and made a part hereof.
- 3. **Billing:** By agreement of all the Parties, the following billing procedure will be used, if applicable per Exhibit A.:
 - A. If applicable, ETMA will invoice Participant, on an annual basis, based on the quantity and rates defined in Exhibit A. Invoices will be sent in the first month of each calendar year.
 - B. Payments shall be due thirty (30) calendar days from the date printed on the invoice.
- 4. **Marketing and Customer Communications:** Participant agrees to cooperate with the ETMA in communicating with its employees, residents, or other occupants; to distribute schedules, identification systems and other materials as periodically requested, as well as to

participate in annual surveys and other information-gathering efforts periodically conducted by the ETMA.

ETMA Contact:

Emeryville Transportation Management Association
c/o Gray Bowen Scott
1211 Newell Avenue, Suite 200
Walnut Creek, CA 94596
Tel. (925) 937-0980, ext. 212

PARTICIPANT Contact:

Name: _____
Title: _____
Company: _____
Company Address: _____

Phone: _____
E-Mail: _____

Shuttle invoices shall be sent to:

Name: _____
Title: _____
Company: _____
Company Address: _____

Phone: _____
E-Mail: _____

5. **Insurance:** ETMA, as signatory to the Shuttle Operations and Maintenance Agreement, shall require the Shuttle Operator to procure and maintain insurance coverage of the type and in the amounts required by the Shuttle Operations and Maintenance Agreement.

8. **Liability:** The legal obligation of each of the Parties pertaining to liability for any injury to persons or property which arose prior to a party's withdrawal from the Agreement, shall survive the termination and/or expiration of the Agreement regardless of when the claim, action or suit is brought.

9. **Indemnification:** Each Participant shall indemnify, defend and hold harmless the ETMA and its officers, officials, directors, agents and employees against any and all suits,

claims or actions arising out of any injury to persons or property that may occur, or that may be alleged to have occurred, in the course of the operation of the Shuttle Program caused by an act or omission of the indemnifying Participant or its employees, representatives or agents.

10. **Counterparts:** This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be but one Agreement.

PARTICIPANT:

ETMA:

Name: _____

Name: _____

Title: _____

Title: _____

EXHIBIT A
Shuttle Contribution Schedule

The Shuttle Program is primarily funded through PBID Assessments and is augmented by Annual Membership Dues from certain properties. The PBID assessments rates, which are defined in the June 2015, PBID Management Plan and Engineers Report, are applied to the building square footage (for non-residential) OR the number of units (residential) for the subject property. The Annual Membership Dues are paid directly to the ETMA and are calculated using the same rates and formulas defined in the PBID Management Plan and Engineers Report. The PBID Assessment is subject to increase annually by the Emeryville City Council and the Annual Membership Dues will increase accordingly.

During the pendency of the PBID, Participant shall contribute to the ETMA by one of the following methods [Select which method applies]:

- _____ **1. Full property assessment through the PBID** – subject property is located entirely within the PBID boundary, which is defined below, and will be assessed directly through the Alameda County Assessor’s Office.
- _____ **2. Partial property assessment through the PBID & Annual Membership Dues paid directly to the ETMA** – subject property is not located entirely within the PBID boundary, therefore will only be assessed by Alameda County Assessor’s Office for the portion of the property that is within the PBID boundary. Annual Membership Dues will be billed to participant for the portion of the property that resides outside of the PBID Boundary.
- _____ **3. Annual Membership Dues paid directly to the ETMA** – subject property is located entirely outside of the PBID boundary, therefore will be billed directly by the ETMA in January of each year (or pro-rated to the date of occupancy).

Should the PBID be discontinued or terminated, the ETMA Board of Directors will establish a new membership dues structure for continued funding of the Shuttle Program and Participant shall pay the revised dues in order to maintain membership in the ETMA. In the event a new membership dues structure is established, the ETMA shall notify participant in writing.

Please provide the following information for the subject property:

Property Address: _____

Parcel Number(s): _____

Total Building Square Footage (if housing, please only indicate # of units): _____

Does the building extend over the Emeryville City border? (Y/N)

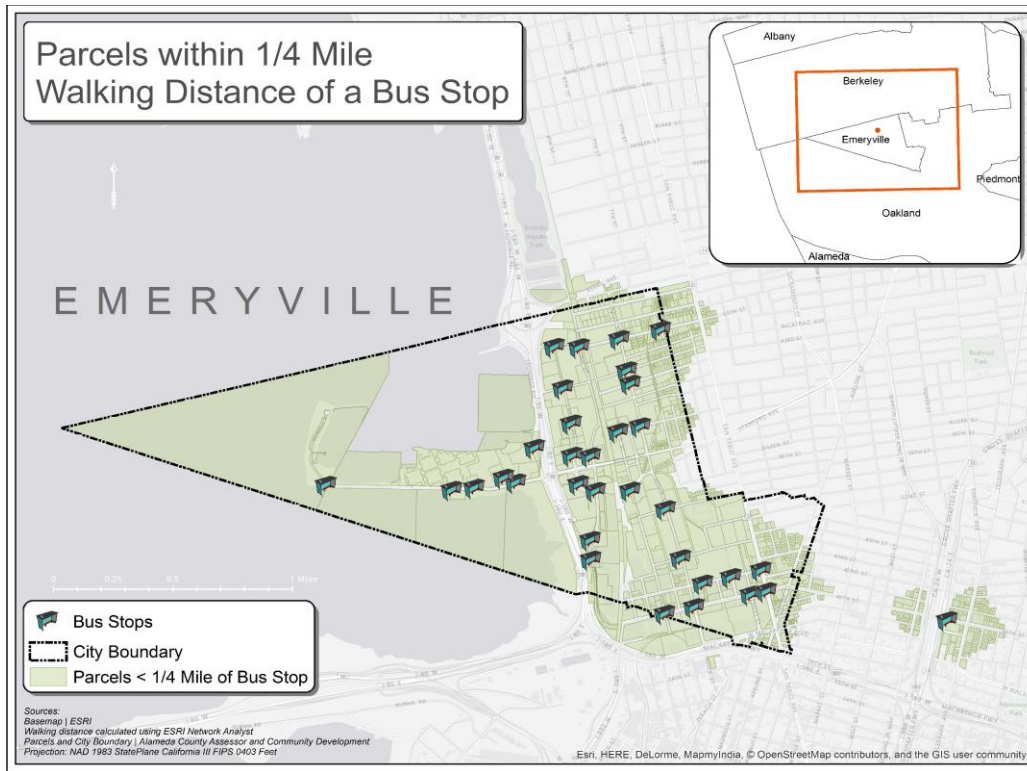
If yes, please indicate estimated portion of building outside of Emeryville (this could be an estimated percentage, OR an estimated number of square footage/units) _____

Land Use Classification Code (see list below): _____

Emeryville Property and Business Improvement District Boundaries

The boundaries of the District include the entire City. All parcels within the City that are also within a one-quarter mile walking distance to an Emery Go-Round shuttle stop are subject to the initial assessment. The following map shows the location of each Emery Go-Round stop, and the parcels within a one-quarter mile walking distance of such stops.

Boundary Map



Land Use Classification Codes:

Land Use Classification	Code
Single Family Residential	A
Athletic Club	B
Bank	C
Boat Slip	D
Church/Lodge/Club	E
Fast Food Restaurant	F
Furniture Store	G
General Office	H
General Retail/Shopping Center	I
Government Office Complex	J
Heavy Industrial	K
Home Furnishing Superstore	L
Hotel	M
Light Industrial	N

Land Use Classification	Code
Marina	O
Mixed	P
Medical-Dental Office	Q
Movie Theater	R
Multi-Family Residential	S
Office Supply Store	T
Pharmacy/Drugstore	U
Post Office	V
Rail Station	W
Restaurant	X
Retirement Home	Y
School	Z
Utilities	AA
Warehouse	BB

**AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT BETWEEN
EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION AND DAMONO DESIGN**

THIS AMENDMENT NO. 4 to agreement dated August 21st, 2014 between the Emeryville Transportation Management Association, a California non-profit corporation, herein called the "Association," and Damono Design, a sole proprietor, herein called the "Consultant."

RECITALS

WHEREAS, Association retained Consultant to provide website design and maintenance services; and

WHEREAS, Association approved Amendment 1 to extend the term of the agreement to December 31st, 2016 and to increase the not-to-exceed limit by \$5,000 to \$14,000; and

WHEREAS, Association approved Amendment 2 to further extend the term of the agreement two (2) years to December 31st, 2018 and to increase the compensation limit by \$15,000 for a total not to exceed amount of \$29,000 for continued website maintenance services for both the Emery Go-Round and West Berkeley Shuttle websites; and

WHEREAS, Association approved Amendment 3 to extend the term of services three (3) additional months to March 31st, 2019 for continued website maintenance services; and

WHEREAS, Associations wishes to extend the term of the agreement once again, to December 31st, 2019 for continued website maintenance services.

NOW, THEREFORE, BE IT MUTUALLY AGREED that Section 2 of the agreement be amended to extend the term of the Agreement to December 31st, 2019.

IN WITNESS WHEREOF, the Association approved Amendment No. 4 to this Agreement on the _____ of _____, 2018.

EMERYVILLE TRANSPORTATION
MANAGEMENT ASSOCIATION

CONSULTANT

By: _____
Executive Director

By: _____

RESOLUTION NO. 19-01

**RESOLUTION OF THE EMERYVILLE TRANSPORTATION MANAGEMENT
ASSOCIATION**

Establish Date and Time of 2019 Annual Membership Meeting

WHEREAS, Article IV, Section 2 of the Amended and Restated Bylaws of the TMA requires the membership to meet annually on a date and time established by resolution of the Board;

WHEREAS, the Board has selected a date and time for the 2019 Annual Membership Meeting to be May 16, 2019 at 9:00AM;

THEREFORE IT BE RESOLVED, That the Board has established the date and time of the Annual Membership Meeting to be May 16, 2019 at 9:00AM.

Approved at the Board of Directors Meeting on _____, 2019.

Signed _____
Chair

Dated _____