



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

AGENDA

Board of Directors Meeting
March 17th, 2022 @ 9:15 AM

[Zoom](#)

Meeting ID: 854 3638 6941

Chair

Bobby Lee, At-Large

Residential Member

Vice Chair

Andrew Allen

At-Large Business

Member

Secretary

Betsy Cooley, At-Large

Residential Member

Treasurer

Geoffrey Sears,

Wareham Development

Directors

Peter Schreiber,

Pixar

Colin Osborne

At-Large Business

Member

Kassandra Kappelos

Public Market

1. Call to Order
2. Public Comment
3. Approval of the Minutes of the January 20th, 2022, Board of Directors Meeting (Attachment)
4. Executive Directors Report
 - A. Status Update on Bus Yard
 - B. City Budget & Governance Committee (Attachment)
 - C. EGR Ridership & Performance (Attachment)
5. Business Items
 - A. Review and Consider Approval of Resolution 22-02 Declaring Board Meetings will be held via Teleconference (Attachment)
 - B. Review and Consider Approval of Resolution 22-03 to establish the date and time of the Annual Membership Meeting (Attachment)
 - C. Review of Draft Request for Proposals for Accounting & Bookkeeping Services (Attachment)
 - D. Appoint Consultant Selection Committee to participate in the Procurement of Bookkeeper/Accountant
 - E. Appoint Audit Review Committee (Attachment)
 - F. Review and Consider Approval of Audit Engagement with Maze Associates for preparation of the 2021 Audited Financial Statements (Attachment)
 - G. Discuss Shuttle Partnership Opportunity with Lennar
6. Confirm date of Next Meeting – April 19th, 2022
7. Adjournment

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

ACTION SUMMARY MINUTES

Board of Directors Meeting

January 20th, 2022

LOCATION: VIDEO CONFERENCE

Directors Present: Bobby Lee, Chair
Betsy Cooley, Vice Chair
Andrew Allen, Secretary
Geoffrey Sears, Treasurer
Peter Schreiber, Director

Others Present: Roni Hatstrup, Executive Director
Karen Boggs, Operations Director
Debi Lawrence, Project Analyst
Christine Daniel, City of Emeryville

1. Call to Order

Bobby Lee called the meeting to order at 9:17 AM.

2. Public Comment

There were no comments from the public.

3. Approval of the Minutes of the December 16th, 2021 Board of Directors Meeting

Geoffrey Sears motioned for approval of the meeting minutes. Betsy Cooley seconded the motion.

This item was approved by a majority vote.

Yes: 4

No: 0

Abstain: 1, Andrew Allen

4. Executive Directors Report

A. Status Update on Bus Yard

Roni informed the Board that she is still working with the parties involved and the bus yard committee regarding parking lot damage resulting from the Alameda County Flood Control vault failure.

B. EGR Ridership & Performance

Karen provided an overview of the December Ridership information, stating that we saw about 30% of pre-COVID ridership on the weekends, 50% on the weekdays, and 30% overall in December. Karen added that ridership is about 65% higher than 2020, but still down about 76% from pre-Covid (up 10% from 2021). Karen advised that the on-time performance is still a work in progress, and we are implementing new schedules in February to help alleviate some of the delays on the Shellmound/Powell Route (see item 5.E).

No formal action was required.

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

ACTION SUMMARY MINUTES

Board of Directors Meeting

January 20th, 2022

5. Business Items

- A. Review and Consider Approval of Resolution 22-01 Declaring Board Meetings Will be Held Via Teleconference

Betsy Cooley motioned for approval of Resolution 22-01. Andrew Allen seconded.

This item was approved by a unanimous vote.

Yes: 5

No: 0

Abstain: 0

- B. Review and Consider Approval of Amendment 5 to Transportation Agreement with Berkeley Gateway TMA for Continued Operation of the West Berkeley Shuttle

Roni requested approval of Amendment 5 to extend the BGTMA Agreement to December 2022 and to modify compensation to a tiered structure to allow for pricing changes as service levels increase.

Betsy Cooley motioned for approval of Amendment 5 to Transportation Agreement with Berkeley TMA. Peter Schreiber seconded. Geoff Sears abstained.

This item was approved by a unanimous vote.

Yes: 4

No: 0

Abstain: 1, Geoff Sears

- C. Review and Consider Approval of Amendment to Professional Services Agreement with Zoon Engineering

This item was deferred until more information is available on the Bus Yard Repair issue.

- D. 4th Quarter Financial Report

Roni stated that our 2021 budget revenue was on target with the revenue received. The cost of the bus yard had slightly been exceeded due to the delay of construction. Bobby Lee has asked if we could provide the fleet retirement and acquisition plan, Roni will present this at the next meeting.

No formal action was required.

- E. Overview of Upcoming Schedule Revisions – February 1st, 2022

Roni advised that due to some delays we were seeing in the OTP reports for Shellmound/Powell route, the team did an in-depth analysis to determine whether there were patterns of delays. Roni noted that the timing of delays was not consistent day to day, however generally occurred between the hours of 11AM and 7PM. Therefore, Roni proposed the addition of one driver between the 11AM and 7PM period and to extend the evening service to 10:30, consistent with the pre-pandemic service period. Roni further noted that these proposed changes are within the planned service level increases included in the 2022 Budget.

The Board indicated their support of the proposed service modifications.

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

ACTION SUMMARY MINUTES

Board of Directors Meeting

January 20th, 2022

F. Review 2022 Calendar of Activities

Roni provided an overview of the calendar of proposed board related activities and meetings for 2022.

No formal action was required.

6. Confirm date of Next Meeting – March 17th, 2022

The meeting date was confirmed for March 17th, 2022.

7. Adjournment

The meeting adjourned at approx. 10:02AM.



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

March 1, 2022

Christine Daniel, City Manager
City of Emeryville
1333 Park Avenue
Emeryville, CA 94608

RE: Emery Go Round Financial Forecast

Dear City Manager,

The purpose of this letter is to share details and assumptions of our service planning and cost forecasting with the City of Emeryville's Budget and Governance Committee.

In spring 2020, the ETMA reduced Emery Go Round service levels by just over 30%, as a response to the pandemic and shelter in place orders issued by Alameda County. Emery Go Round ridership dropped 90% (450 riders per day) in April 2020 and remained at that level throughout the spring, with slight increases in average daily ridership beginning in July 2020. As of December 2021, ridership has more than doubled what it was in April 2020 and is now at 28% of pre-pandemic levels (over 1,200 passengers per day).

As our world eases its way out of the pandemic, we will face new challenges in transportation, such as unpredictable travel patterns and behaviors. There are several factors that will play into how quickly transit ridership bounces back from this loss. One key factor is "Return to Office", when offices begin opening their doors and establishing in office works schedules for employees. While it is believed that many people will return to the office under some form of hybrid work schedule, I believe this will still have a significant impact on ridership. I anticipate ridership will increase another 50%-60% this calendar year to 40-45% of pre-pandemic ridership levels, then will increase incrementally year over year, thereafter. Given the anticipated shift in work from home/hybrid work schedules, I do not expect ridership will increase to pre-pandemic levels during this current PBID term (2030).

In January 2022, Emery Go Round service levels increased to approximately 75% of pre-pandemic levels, and I expect commute service to The Towers and peninsula will be reinstated later this year increasing service levels to 80% pre-pandemic levels. This level of service provides 15-minute service frequency on Hollis and Shellmound/Powell routes from 6AM to 9/10PM, and 20-minute service frequency on Watergate Express route during the commute period Monday through Friday. The Shellmound/Powell route continues to provide 20-minute service frequency on Saturdays and Sundays.

These are unprecedented times and there are many unknown factors that are likely to impact our costs over the next several years, including operator pricing increases and rising fuel costs, to name



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

a few. I've attached a primary revenue and cost forecast which shows our estimated financial forecast over the next 8 years. In the revenue forecast, I've assumed a 3% increase in the annual PBID Levy forecast throughout the remainder of the PBID term. In the cost forecast, I've assumed service levels will increase another 10% in 2027 bringing service levels to 90% of pre-pandemic levels. This increase in service levels should allow Emery Go Round to maintain a reasonable service frequency while also meeting ridership demand. ETMA acknowledges its limitations with PBID revenue increases, therefore has established a cash reserve to ensure the organization has sufficient funds to meet the level of service anticipated throughout the remainder of the PBID term. Historically, the Emery Go Round costs have increased over 5% per year on average, which is the assumption I have used in the attached cost forecast. Later this year, the ETMA will conduct a competitive bid process for shuttle operations and maintenance services. It is likely operator pricing will increase quite significantly, given the demand for shuttle drivers, competitive wages, rising insurance costs, PPE, etc. I have estimated a 10% increase in operator pricing in 2023, though it is possible that increase could be more significant. In the attached revenue and cost forecast, I anticipate depleting all cash reserves, leaving a nominal revenue balance in 2030.

In the event operations costs do increase more significantly, the ETMA will re-evaluate its financial position and determine whether to recommend higher increases in PBID revenue and/or modify service levels appropriately to ensure we are not at risk of a funding deficit. I've included an alternative cost forecast scenario which reflects a 5% increase in annual PBID revenue and a 25% increase in operator pricing in 2023. The purpose of this alternative scenario is to demonstrate how a more significant increase in operator pricing may impact the ETMA's financial forecast. In the event the operator pricing increases more than 10%, the ETMA would likely hold service levels at 80% pre-pandemic levels and would recommend a higher increase in the PBID Levy (4-5%) throughout the remainder of the PBID term, to avoid a funding deficit. This alternative scenario also results in a nominal PBID fund balance at the end of the current PBID term.

I look forward to reviewing the attached revenue and cost forecast scenarios with you and the budget and governance committee on March 17th. Should you have any questions or comments on the assumptions stated above or the forecasts attached, please feel free to call or email me. I can be reached at roni@graybowenscott.com or (925) 899-4246.

Sincerely,

Executive Director

Enclosures:

- Primary Revenue & Cost Forecast Scenario
- Alternative Revenue & Cost Forecast Scenario



Primary Revenue & Cost Forecast

Primary Revenue & Cost Forecast						Revenue & Cost Projection									
Revenue	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
PBID (3% Increase/Year)	3,250,988	3,298,681	3,476,248	3,581,271	4,039,222	4,083,012	4,245,453	4,372,817	4,504,002	4,639,122	4,778,295	4,921,644	5,069,293	5,221,372	5,378,013
City (12.29%)	455,531	522,632	547,397	637,728	560,301	556,368	564,726	608,355	642,767	674,721	709,133	781,644	828,346	868,903	912,533
City CIP - Bus yard	-	-	-	-	1,000,000	-	-	-	-	-	-	-	-	-	-
Other	213,888	113,883	230,043	146,436	155,338	133,078	132,578	136,555	140,652	144,872	149,218	153,694	158,305	163,054	167,946
TOTAL REVENUE	3,920,407	3,935,196	4,253,688	4,365,435	5,754,861	4,772,458	4,942,757	5,117,727	5,287,421	5,458,714	5,636,646	5,856,982	6,055,944	6,253,329	6,458,492
Expenses	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
Operations	3,202,481	3,382,651	3,696,976	3,941,695	3,769,950	3,750,000	4,595,000	4,950,000	5,230,000	5,490,000	5,770,000	6,360,000	6,740,000	7,070,000	7,425,000
Bus Yard	-	14,053	95,358	324,320	528,655	2,550,000	-	-	-	-	-	-	-	-	-
TOTAL EXPENSES	3,202,481	3,396,703	3,792,334	4,266,016	4,298,605	6,300,000	4,595,000	4,950,000	5,230,000	5,490,000	5,770,000	6,360,000	6,740,000	7,070,000	7,425,000
% Increase in Operations Costs f/Prior Year	-4%	6%	9%	7%	-4.4%	-1%	23%	8%	6%	5%	5%	10%	6%	5%	5%
Annual Balance	717,926	538,492	461,354	99,419	1,456,256	(1,527,542)	347,757	167,727	57,421	(31,286)	(133,354)	(503,018)	(684,056)	(816,671)	(966,508)
Minimum Cash Reserve (15%)	480,372	507,398	554,546	591,254	565,492	562,500	689,250	742,500	784,500	823,500	865,500	954,000	1,011,000	1,060,500	1,113,750
Available Cash Balance (less 15% reserve)	1,739,624	2,251,091	2,665,296	2,728,007	3,713,287	2,188,737	2,409,744	2,524,221	2,539,642	2,469,356	2,294,002	1,702,484	961,429	95,258	(924,500)
Total Estimated Revenue Balance	2,219,996	2,758,488	3,219,843	3,319,262	4,278,779	2,751,237	3,098,994	3,266,721	3,324,142	3,292,856	3,159,502	2,656,484	1,972,429	1,155,758	189,250

Notes & Assumptions:

1. Assumes City Council approves increase of 3% per year in PBID Levy Assessments from 2023-2030.
2. Minimum cash reserve of 15% based on TMA Administrative Policies.
3. Does not include future delinquent PBID assements or past due PBID revenue collected.
4. Assumes level of service is restored to 80% of Pre-COVID levels in 2022, then increases to 90% in 2027 through 2030.
5. Assumes Operations Costs increase 10% in 2023, then 5% per year thereafter.



Alternative Revenue & Cost Forecast

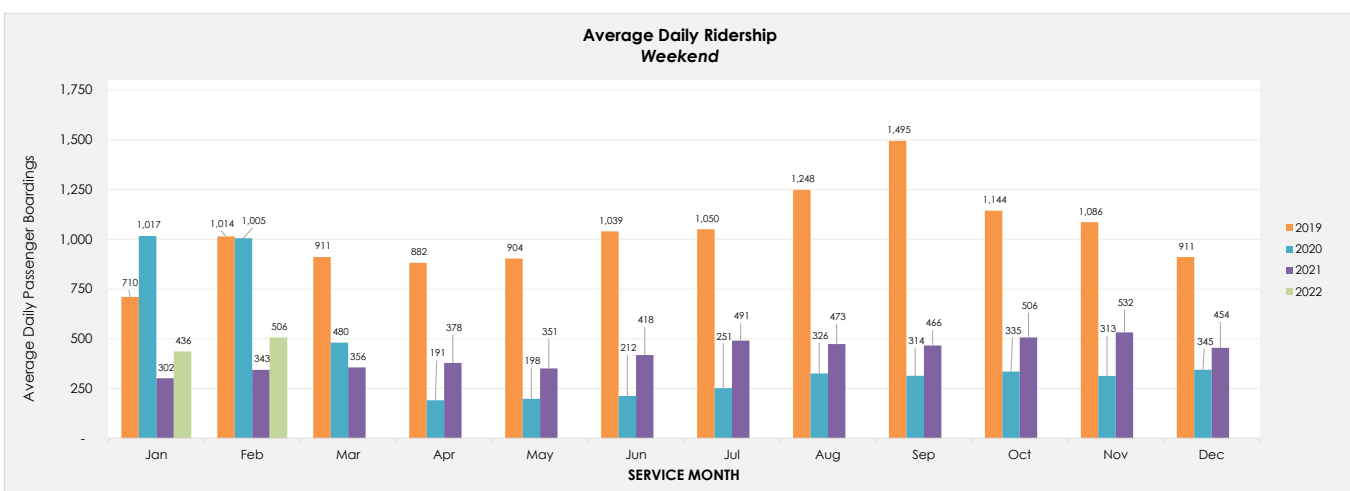
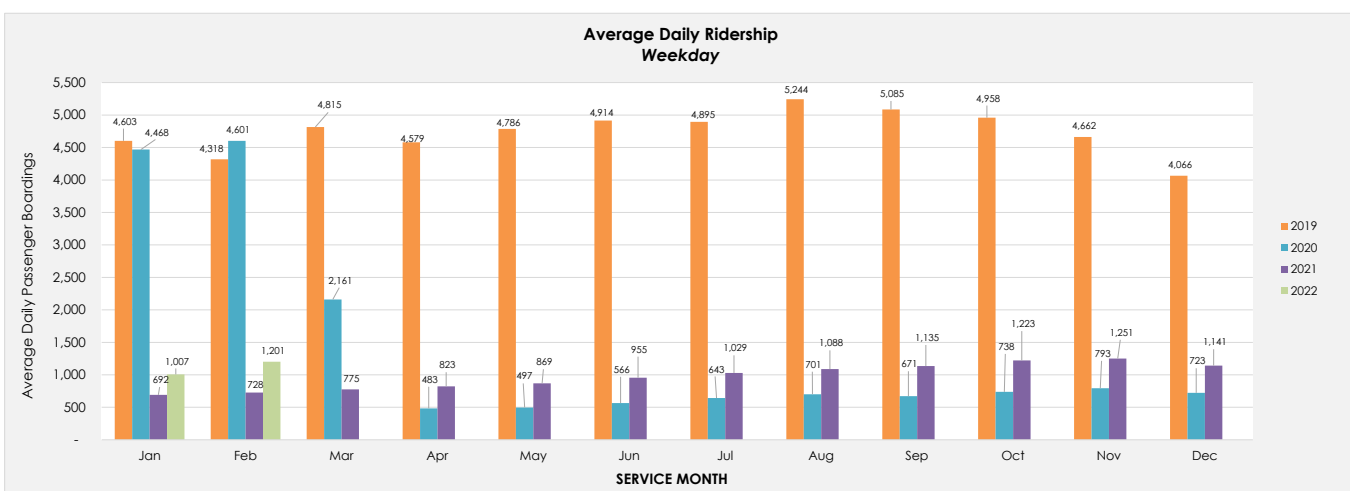
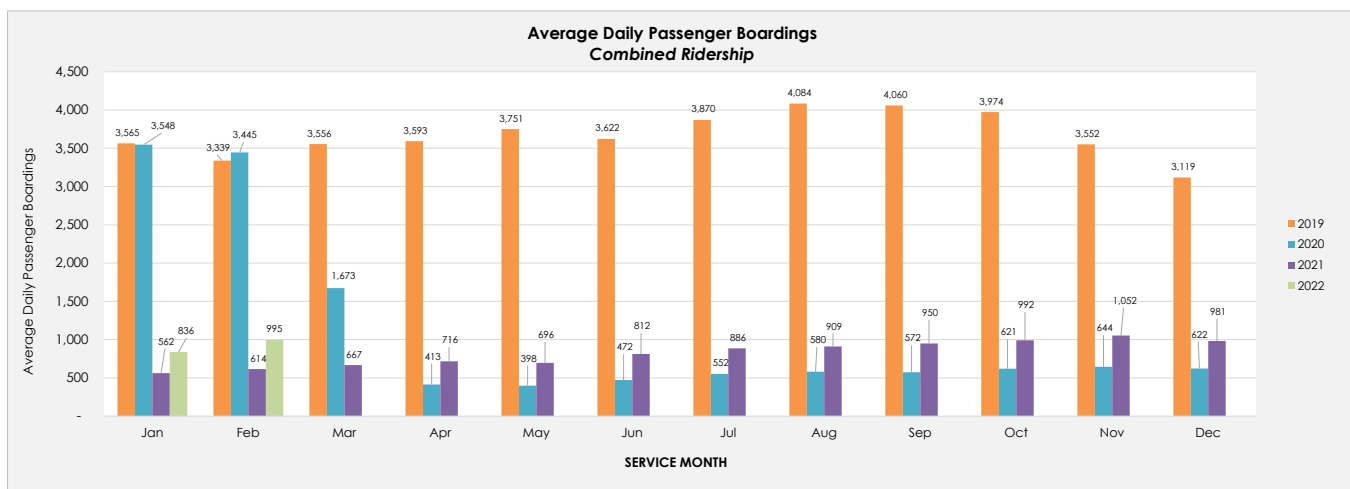
Actual (Per Accrued Financial Statements)						Revenue & Cost Projection									
Revenue	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
PBID (5% Increase/Year)	3,250,988	3,298,681	3,476,248	3,581,271	4,039,222	4,083,012	4,083,012	4,287,163	4,501,521	4,726,597	4,962,927	5,211,073	5,471,627	5,745,208	6,032,468
City (12.29%)	455,531	522,632	547,397	637,728	560,301	556,368	564,726	651,370	688,240	725,110	761,980	798,850	841,865	887,338	930,968
City CIP - Bus yard	-	-	-	-	1,000,000	-	-	-	-	-	-	-	-	-	-
Other	213,888	113,883	230,043	146,436	155,338	133,078	132,578	137,881	143,396	149,132	155,098	161,301	167,753	174,464	181,442
TOTAL REVENUE	3,920,407	3,935,196	4,253,688	4,365,435	5,754,861	4,772,458	4,780,316	5,076,414	5,333,157	5,600,839	5,880,004	6,171,224	6,481,245	6,807,010	7,144,878
Expenses	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
Operations	3,202,481	3,382,651	3,696,976	3,941,695	3,769,950	3,750,000	4,595,000	5,300,000	5,600,000	5,900,000	6,200,000	6,500,000	6,850,000	7,220,000	7,575,000
Bus Yard	-	14,053	95,358	324,320	528,655	2,550,000	-	-	-	-	-	-	-	-	-
TOTAL EXPENSES	3,202,481	3,396,703	3,792,334	4,266,016	4,298,605	6,300,000	4,595,000	5,300,000	5,600,000	5,900,000	6,200,000	6,500,000	6,850,000	7,220,000	7,575,000
% Increase in Operations Costs f/Prior Year	-4%	6%	9%	7%	-4.4%	-1%	23%	15%	6%	5%	5%	5%	5%	5%	5%
Annual Balance	717,926	538,492	461,354	99,419	1,456,256	(1,527,542)	185,316	(223,586)	(266,843)	(299,161)	(319,996)	(328,776)	(368,755)	(412,990)	(430,122)
Minimum Cash Reserve (15%)	480,372	507,398	554,546	591,254	565,492	562,500	689,250	795,000	840,000	885,000	930,000	975,000	1,027,500	1,083,000	1,136,250
Available Cash Balance (less 15% reserve)	1,739,624	2,251,091	2,665,296	2,728,007	3,713,287	2,188,737	2,247,303	1,917,966	1,606,123	1,261,962	896,966	523,191	101,936	(366,555)	(849,927)
Total Estimated Revenue Balance	2,219,996	2,758,488	3,219,843	3,319,262	4,278,779	2,751,237	2,936,553	2,712,966	2,446,123	2,146,962	1,826,966	1,498,191	1,129,436	716,445	286,323

Notes & Assumptions:

1. Assumes City Council approves increase of 5% per year in PBID Levy Assessments from 2023-2030.
2. Minimum cash reserve of 15% based on TMA Administrative Policies.
3. Does not factor in future delinquent PBID assements or past due PBID revenue collected.
4. Assumes service is increased to 80% pre-COVID levels in 2022 and no additional service increase through 2030.
5. Assumes operations contract costs increase 25% in 2023, then 5% thereafter.



WEEKDAY RIDERSHIP													
2022	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total to Date
Total Monthly Weekday Ridership	21,145	22,820											43,965
# of Operating Days	21	19											40
Average Daily Ridership	1007	1201											1,099
% Increase/Decrease from Prior Month	-12%	19%											12%
% Increase/Decrease from Prior Year	46%	65%											-77%
% Increase/Decrease from 2019 (pre COVID)	-78%	-72%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-77%
2021	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total to Date
Total Monthly Weekday Ridership	13,836	13,825	17,822	18,108	17,377	21,009	22,640	23,934	23,828	25,673	26,263	26,248	250,563
# of Operating Days	20	19	23	22	20	22	22	22	21	21	21	23	256
Average Daily Ridership	692	728	775	823	869	955	1029	1088	1135	1223	1251	1141	979
% Increase/Decrease from Prior Month	-4%	5%	6%	6%	6%	10%	8%	6%	4%	8%	2%	-9%	-30%
% Increase/Decrease from Prior Year	-85%	-84%	-64%	70%	75%	69%	60%	55%	69%	66%	58%	58%	-79%
% Increase/Decrease from 2019 (pre COVID)	-85%	-83%	-84%	-82%	-82%	-81%	-79%	-79%	-78%	-75%	-73%	-72%	-79%
2020	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
Total Monthly Weekday Ridership	98,297	87,424	47,538	10,629	9,944	12,449	14,786	14,727	14,087	16,230	15,860	15,897	357,868
# of Operating Days	22	19	22	22	20	22	23	21	21	22	20	22	256
Average Daily Ridership	4468	4601	2161	483	497	566	643	701	671	738	793	723	1,398
% Increase/Decrease from Prior Month	10%	3%	-53%	-78%	3%	14%	14%	9%	-4%	10%	7%	-9%	-71%
% Increase/Decrease from Prior Year	-3%	7%	-55%	-89%	-90%	-88%	-87%	-87%	-87%	-85%	-83%	-82%	-71%
2019	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
Total Monthly Ridership	101,269	82,033	101,123	100,741	105,288	98,279	107,689	115,375	101,706	114,041	93,248	85,381	1,206,173
# of Operating Days	22	19	21	22	22	20	22	22	20	23	20	21	254
Average Daily Ridership	4603	4318	4815	4579	4786	4914	4895	5244	5085	4958	4662	4066	4,749
WEEKEND RIDERSHIP													
2022	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total to Date
Total Monthly Weekend Ridership	3,927	4,051											7,978
# of Operating Days	9	8											17
Average Daily Ridership	436	506											469
% Increase/Decrease from Prior Month	-4%	16%											11%
% Increase/Decrease from Prior Year	45%	48%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-55%
% Increase/Decrease from 2019 (pre COVID)	-39%	-50%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-55%
2021	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total to Date
Total Monthly Weekend Ridership	3,016	2,746	2,847	2,647	3,506	3,346	3,925	4,257	3,730	5,064	4,254	3,181	42,519
# of Operating Days	10	8	8	7	10	8	8	9	8	10	8	7	101
Average Daily Ridership	302	343	356	378	351	418	491	473	466	506	532	454	421
% Increase/Decrease from Prior Month	-12%	14%	4%	6%	-7%	19%	17%	-4%	-1%	9%	5%	-15%	1%
% Increase/Decrease from Prior Year	-70%	-66%	-26%	98%	77%	97%	95%	45%	48%	51%	70%	32%	-59%
% Increase/Decrease from 2019 (pre COVID)	-58%	-66%	-61%	-57%	-61%	-60%	-53%	-62%	-69%	-56%	-51%	-50%	-59%
2020	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
Total Monthly Weekend Ridership	8,132	9,048	4,324	1,337	1,981	1,698	1,759	3,258	2,512	3,011	2,816	2,756	42,632
# of Operating Days	8	9	9	7	10	8	7	10	8	9	9	8	102
Average Daily Ridership	1017	1005	480	191	198	212	251	326	314	335	313	345	418
% Increase/Decrease from Prior Month	12%	-1%	-52%	-60%	4%	7%	18%	30%	-4%	7%	-6%	10%	-60%
% Increase/Decrease from Prior Year	43%	-1%	-47%	-78%	-78%	-80%	-76%	-74%	-79%	-71%	-71%	-62%	-60%
2019	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
Total Monthly Ridership	5681	8,112	9,110	7,055	7,230	10,393	8,402	11,231	11,963	9,153	9,774	8,197	106,301
# of Operating Days	8	8	10	8	8	10	8	9	8	8	9	9	103
Average Daily Ridership	710	1014	911	882	904	1039	1050	1248	1495	1144	1086	911	1,032
COMBINED RIDERSHIP													
2022	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total to Date
Total Monthly Ridership	25,072	26,871	-	-	-	-	-	-	-	-	-	-	51,943
# of Operating Days	30	27	-	-	-	-	-	-	-	-	-	-	57
Average Daily Ridership	836	995											911
% Increase/Decrease from Prior Month	-13%	19%											11%
% Increase/Decrease from Prior Year	49%	62%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-75%
% Increase/Decrease from 2019 (pre COVID)	-77%	-70%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-100%	-75%
2021	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total to Date
Total Monthly Ridership	16,852	16,571	20,669	20,755	20,883	24,355	26,565	28,191	27,558	30,737	30,517	29,429	293,082
# of Operating Days	30	27	31	29	30	30	30	31	29	31	29	30	357
Average Daily Ridership	562	614	667	716	696	812	886	909	950	992	1,052	981	821
% Increase/Decrease from Prior Month	-10%	9%	9%	7%	-3%	17%	9%	3%	4%	4%	6%	-7%	-27%
% Increase/Decrease from Prior Year	-84%	-82%	-60%	73%	75%	72%	61%	57%	66%	60%	63%	58%	-78%
% Increase/Decrease from 2019 (pre COVID)	-84%	-82%	-81%	-80%	-81%	-78%	-77%	-78%	-77%	-75%	-70%	-69%	-78%
2020	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
Total Monthly Ridership	106,429	96,472	51,862	11,966	11,925	14,147	16,545	17,985	16,599	19,241	18,676	18,653	400,500
# of Operating Days	30	28	31	29	30	30	30	31	29	31	29	30	358
Average Daily Ridership	3,548	3,445	1,673	413	398	472	552	580	572	621	644	622	1,119
% Increase/Decrease from Prior Month	14%	-3%	-51%	-75%	-4%	19%	17%	5%	-1%	8%	4%	-3%	-70%
% Increase/Decrease from Prior Year	0%	3%	-53%	-89%	-89%	-87%	-86%	-86%	-86%	-84%	-82%	-80%	-70%
2019	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
Total Monthly Ridership	106,950	90,145	110,233	107,796	112,518	108,672	116,091	126,606	113,669	123,194	103,022	93,578	1,312,474
# of Operating Days	30	27	31	30	30	30	30	31	28	31	29	30	357
Average Daily Ridership	3,565	3,339	3,556	3,593	3,751	3,622	3,870	4,084	4,060	3,974	3,552	3,119	3,676



SUMMARY: Emery-Go-Round - Schedule Adherence Report

1/1/2022 - 1/31/2022

Route Overall Performance

Overall Performance



SUMMARY: Emery-Go-Round - Schedule Adherence Report

2/1/2022 - 2/28/2022

Route Overall Performance

Overall Performance



RESOLUTION NO. 2022-02

BOARD OF DIRECTORS

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

*** * ***

**DECLARING THAT BOARD MEETINGS WILL BE HELD VIA TELECONFERENCE
PURSUANT TO BROWN ACT EMERGENCY PROVISIONS**

WHEREAS, on March 4, 2020, pursuant to Government Code section 8550, et seq., Governor Newsom proclaimed a state of emergency related to the COVID-19 novel coronavirus; and

WHEREAS, on March 17, 2020, Governor Newsom issued Executive Order N-29-20, which suspended certain provisions in the California Open Meeting law, Government Code section 54950, et seq. (the “Brown Act”), related to teleconferencing by local agency legislative bodies, provided certain requirements were met and followed; and

WHEREAS, on June 11, 2021, the Governor issued Executive Order N-08-21, which extended provisions of Executive Order N-29-20 that waive otherwise-applicable Brown Act requirements related to remote/teleconference meetings by local agency legislative bodies through September 30, 2021; and

WHEREAS, on September 16, 2021, the Governor signed Assembly Bill 361 into law as urgency legislation that went into effect on October 1, 2021, amending Government Code Section 54953 of the Brown Act to allow legislative bodies to continue to meet remotely during a proclaimed state of emergency where state or local officials have recommended measures to promote social distancing; and

WHEREAS, the Governor's proclaimed State of Emergency remains in effect, and State and local officials, including the California Department of Public Health and the Department of Industrial Relations, have imposed or recommended measures to promote social distancing.

NOW, THEREFORE, BE IT RESOLVED that, in order to ensure the health and safety of the public, meetings of the Board of Directors of the Emeryville Transportation Management Association will be held via teleconference in accordance with Assembly Bill 361 and provisions of Government Code Section 54953(e); and

BE IT FURTHER RESOLVED that that this Resolution will be in effect for the maximum period of time permitted under AB 361 (30 days), and the Board will consider the findings in this Resolution each month and may, by motion, reaffirm these findings.

Regularly passed and adopted this 17th day of March, 2022.

AYES:

NOES:

ABSENT:

Chair, Emeryville Transportation Management Association

RESOLUTION NO. 22-03

**RESOLUTION OF THE EMERYVILLE TRANSPORTATION MANAGEMENT
ASSOCIATION**

Establish Date and Time of 2022 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 2022 Annual Membership Meeting to be May 19, 2022 at 9:00AM;

THEREFORE IT BE RESOLVED, That the Board has established the date and time of the Annual Membership Meeting to be May 19, 2022 at 9:00AM.

Approved at the Board of Directors Meeting on March 17, 2022.

Signed _____
Chair

Dated _____



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

March __, 2022

NAME

ADDRESS

CITY, STATE, ZIP

Subject: Request for Proposals for Bookkeeping and Accounting Services

Dear Sir/Madam,

The Emeryville Transportation Management Association (ETMA), a 501(c)(3) tax-exempt non-profit corporation, is seeking proposals from qualified firms or individuals to provide bookkeeping and accounting services for the organization beginning July 1, 2022. The initial term of the agreement will be three (3) years with the opportunity to extend additional years.

To be considered, a proposal must be received via email in Adobe Acrobat PDF format on or before April 29th, 2022 at 3:00PM at the following email address: admin@emerygoround.com

I. Background

The Emeryville Transportation Management Association was formed in 1995 for the purpose of mitigating traffic congestion by developing and implementing transportation demand management strategies for the Emeryville community. For over 25 years, the ETMA has provided the Emery Go Round, a shuttle service which provides transit connectivity to the MacArthur BART Station for residents, businesses, and visitors of Emeryville. The service is fare-free and open to the public.

The ETMA is governed by a Board of Directors representative of four of the ETMA's five classes of membership. The ETMA does not have direct employees. All services are provided by consultants/contractors via professional service agreements and a shuttle operations and maintenance agreement. The ETMA acquires all vehicles by way of lease to purchase agreements or standard loans. The ETMA does not own real estate, however, does have a long-term lease with the State of California Transportation Department for the organizations fleet parking and operations facility in West Oakland, CA.

The ETMA's bookkeeping and accounting services are currently provided by an independent CPA, using Quickbooks.

II. Scope of Work

The selected firm or individual, will be responsible for providing the following services:

1. Bookkeeping Services
 - a. Review general ledger accounting system and current accounting software to ensure that both items support the regulatory and financial reporting needs of the organization.



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

- b. Review system of internal controls to ensure that appropriate controls exist to safeguard the assets of the organization.
 - c. Perform monthly reconciliation of bank account as well as reconciliation of all balance sheet accounts.
 - d. Receive and record all revenue and reimbursement payments.
 - e. Record and issue payment to all consultants, contractors and vendors.
 - f. Monitor the release of restricted funds.
 - g. Support Executive Director with the development of the annual budget.
 - h. Ensure all financial transactions are completed and verified in accordance with the ETMA's policies and procedures and general accounting principles.
2. Financial Reporting
 - a. Prepare quarterly financial statements of revenue and expenditures.
 - b. Prepare monthly check register.
 - c. Prepare monthly cashflow reports.
3. Audit Support
 - a. Prepare year-end balance sheet, revenue and expenditure reports and other financial records that may be requested by the ETMA's Independent Auditor.
 - b. Assist with preparation of the annual financial statements in conformance with standard non-profit financial reporting practices.
 - c. Develop and update recordkeeping, transactions, cash management, procurement and other administrative policies and procedures in collaboration with the Executive Director.
4. Tax Preparation
 - a. Prepare federal and state tax returns as required for nonprofits including additional schedules necessary for preparation of the federal form 990 tax return.
 - b. Ensure compliance with all state and federal tax regulations and filing deadlines.
 - c. Represent the ETMA in the event of a tax form examination or other tax related matters.

III. Proposal Requirements

Acceptable proposals must include the following:

1. Cover Letter – The cover letter should include proposers' business name, address, contact person and California CPA and/or business license number and federal identification number. The cover letter should briefly state the proposers understanding of the work to be performed, commitment to the perform the work and statement of certification to validate the proposal for a period of 120 days, signed by an authorized representative of the firm.
2. Firm's Qualifications - Proposal shall include sufficient information to demonstrate your firms' qualifications to provide the scope of work, a list of current 501(c)(3) non-profit clients in the Bay Area similar to ETMA including client contact information, and a statement of commitment to staff continuity for personnel assigned to ETMA.



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

Relevant experience of personnel who will perform ETMA's bookkeeping and accounting services, should also be provided. This should include resumes for proposed staff demonstrating experience with non-profit organizations, years of experience, relevant licensing, and education.

Proposer may also include peer review reports and/or client satisfaction letters demonstrating firms' performance.

3. Approach – Proposer must provide sufficient detail in the first approach to ETMA bookkeeping and accounting services. This should include procedures to be performed, by whom they will be performed by, tasks to be accomplished, the utilization of computers and software in the engagement, consideration of laws and regulations, and assistance that will be provided to ETMA staff, the Board of Directors and Committees.

Proposer should also provide their approach for the transition of the ETMA's financial systems and historical data, which is currently managed in Quickbooks.

Proposer is also encouraged to provide any additional information not otherwise requested that may aid ETMA in awarding this professional services agreement. Additional information pertaining to proposers' approach should be concise and relevant to the services requested.

4. Professional Service Work Sample – Proposer shall provide sample financial report(s) prepared for a client that the proposer believes is representative of the work performed, preferably for an organization similar to the ETMA. This sample report will be used solely for the purpose of evaluating firms proposal and can be returned to proposer immediately upon completion of firm selection.
5. Fee Proposal – Proposer shall provide a total all-inclusive monthly fee for the services included in the proposal, except for scope of work item 4 – Tax Preparation, which should be provided separately as a one-time annual fee.

IV. Evaluation Criteria

The ETMA will evaluate proposals based on the following criteria;

- Responsiveness to Request for Proposal specifications
- Qualifications of firm
- Qualifications and experience of staff to be assigned to the project
- Fee Proposal
- References
- Demonstrated capability to perform the services requested.

During the evaluation process, ETMA reserves the right to request additional information from proposers and the right to reject any or all proposals. Proposals will be evaluated by a panel and the most qualified firm(s) may be requested for an interview.



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

There is no expressed or implied obligation for ETMA to reimburse responding firms for any expenses incurred throughout this procurement process.

V. Selection Process & Schedule

The ETMA has developed the following process and schedule for this procurement process. The dates listed below are estimated and may be subject to change.

- | | |
|---|-----------------------|
| 1. Issue Requests for Proposals: | March 25, 2022 |
| 2. Deadline for Questions or Inquiries: | April 15, 2022 |
| 3. Deadline for Proposal Submission: | April 29, 2022 |
| 4. ETMA Committee Selection of Shortlist: | May 4, 2022 |
| 5. Consultant Interviews (if needed): | May 10 – 12, 2022 |
| 6. ETMA Board Selection of Top Ranked Firm: | May 19, 2022 |
| 7. Development of Professional Services Agreement: | May 20 - June 3, 2022 |
| 8. ETMA Board Consideration of Professional Services Agreement: | June 16, 2022 |
| 9. Services Begin: | July 1, 2022 |

We thank you for your consideration of this request for proposals. As a courtesy, we would appreciate a response even if you decline to submit a proposal. As noted above, should you have any questions regarding this request, please email admin@emerygoround.com.

Sincerely,

Veronica 'Roni' Hatstrup
Executive Director

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

March 10, 2022

Ms. Veronica "Roni" Hattrup
Emeryville Transportation Management Association
1211 Newell Avenue, Suite 200
Walnut Creek, CA 94596

Dear Roni:

We are pleased to confirm our understanding of the services we are to provide for the Emeryville Transportation Management Association (ETMA or Association) for the year ended December 31, 2021. The services we have been engaged to provide are outlined below, but we are also available to provide additional services at your request:

1) Audit of Financial Statements and Issuance of Memorandum on Internal Controls

We will audit the financial statements of ETMA, which comprise the statement of financial position as of December 31, 2021, the related statements of activities, functional expenses and cash flows for the year then ended, and the disclosures (collectively, the "financial statements"). Also, supplementary information, if any, accompanying the financial statements will be subjected to the auditing procedures applied in our audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, in accordance with auditing standards generally accepted in the United States of America (GAAS), and we will provide an opinion on it in relation to the financial statements as a whole.

Audit Objectives

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and issue an auditor's report that includes our opinion about whether your financial statements are fairly presented, in all material respects, in conformity with accounting principles generally accepted in the United States of America. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. Misstatements, including omissions, can arise from fraud or error and are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment of a reasonable user made based on the financial statements.

Audit Procedures

We will conduct our audit in accordance with GAAS and will include tests of your accounting records and other procedures we consider necessary to enable us to express such an opinion. As part of an audit in accordance with GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit.

We will evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management. We will also evaluate the overall presentation of the financial statements, including the disclosures, and determine whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We will plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether from (a) errors, (b) fraudulent financial reporting, (c) misappropriation of assets, or (d) violations of laws or governmental regulations that are attributable to the Association or to acts by management or employees acting on behalf of the Association.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is an unavoidable risk that material misstatements may exist and not be detected by us, even though the audit is properly planned and performed in accordance with GAAS. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform the appropriate level of management of any material errors, any fraudulent financial reporting, or misappropriation of assets that comes to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

We will obtain an understanding of the Association and its environment, including internal control relevant to the audit, sufficient to identify and assess the risks of material misstatement of the financial statements, whether due to error or fraud, and to design and perform audit procedures responsive to those risks and obtain evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control. An audit is not designed to provide assurance on internal control or to identify deficiencies in internal control. Accordingly, we will express no such opinion. However, during the audit, we will communicate to you and those charged with governance internal control related matters that are required to be communicated under professional standards.

We will also conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Association's ability to continue as a going concern for a reasonable period of time.

We may, from time to time and depending on the circumstances, use third-party service providers in serving your account. We may share confidential information about you with these service providers but remain committed to maintaining the confidentiality and security of your information. Accordingly, we maintain internal policies, procedures, and safeguards to protect the confidentiality of your personal information. In addition, we will secure confidentiality agreements with all service providers to maintain the confidentiality of your information and we will take reasonable precautions to determine that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. In the event that we are unable to secure an appropriate confidentiality agreement, you will be asked to provide your consent prior to the sharing of your confidential information with the third-party service provider. Furthermore, we will remain responsible for the work provided by any such third-party service providers.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, and may include tests of the physical existence of inventories, and direct confirmation of receivables and certain other assets and liabilities by correspondence with selected individuals, funding sources, creditors and financial institutions. We may request written representations from your attorneys as part of the engagement, and they may bill the Association for responding to this inquiry. At the conclusion of our audit, we will require certain written representations from management about the financial statements and related matters.

Other Services

We will assist in preparing the financial statements of the Association in conformity with U.S. generally accepted accounting principles based on information provided by you. We will provide the services in accordance with applicable professional standards. The other services are limited to the financial statement previously defined. We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities.

Responsibilities of Management for the Financial Statements

Our audit will be conducted on the basis that you acknowledge and understand that management is responsible for designing, implementing, and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, including monitoring ongoing activities; for the selection and application of accounting principles; and for the preparation and fair presentation of the financial statements in conformity with U.S. generally accepted accounting principles. Management is also responsible for making all financial records and related information available to us and for the accuracy and completeness of that information. Management is also responsible for providing us with (a) access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, identification of all related party relationships and transactions, and other matters; (b) additional information that we may request for the purpose of the audit, and (c) unrestricted access to persons within the Association from whom we determine it necessary to obtain audit evidence. At the conclusion of the audit, we will require certain written representations from you about the financial statements and related matters.

Management's responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

Management is responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the Association involving (a) management, (b) employees who have significant roles in internal control, and (c) others where the fraud could have a material effect on the financial statements. Management is also responsible for informing us of its knowledge of any allegations of fraud or suspected fraud affecting the Association received in communications from employees, former employees, grantors, regulators, or others. In addition, management is responsible for identifying and ensuring that the Association complies with applicable laws and regulations.

Management is responsible for the preparation of the supplementary information (if any) in conformity with U.S. generally accepted accounting principles. Management agrees to include our report on the supplementary information in any document that contains, and indicates that we have reported on, the supplementary information. Management agrees to include the audited financial statements with any presentation of the supplementary information that includes our report thereon.

If management intends to reproduce and publish the financial statements and our report thereon, they must be reproduced in their entirety. Inclusion of the audited financial statements in any document should be done only with our prior approval of the document. Management is responsible for providing us the opportunity to review such document before issuance.

Management is required to disclose in the financial statements the date through which subsequent events have been evaluated and whether that date is the date the financial statements were issued or were available to be issued. Management agrees not to date the subsequent event note earlier than the date of the management representation letter.

Management agrees to assume all management responsibilities for the tax services, financial statement preparation services and any other nonattest services we provide; oversee the services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of the services; and accept responsibility for them.

Reporting

We will issue a written report upon completion of our audit of the EMTA's financial statements. Our report will be addressed to the Board of Directors of the Emeryville Transportation Management Association. Circumstances may arise in which our report may differ from its expected form and content based on the results of our audit. Depending on the nature of these circumstances, it may be necessary for us to modify our opinion, add a separate section, or add an emphasis-of-matter or other-matter paragraph to our auditor's report, or if necessary, withdraw from this engagement. If our opinion is other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed an opinion, we may decline to express an opinion or withdraw from this engagement.

Engagement Administration, Fees, and Other

We understand that your employees will prepare all cash, accounts receivable, and other confirmations we request and will locate any documents selected by us for testing.

Vikki Rodriguez is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it. We expect to begin our audit in April 2022.

Our fees for these services are billed based on our contract/engagement letter with the Association. Our standard hourly rates vary according to the degree of responsibility involved and the experience level of the personnel assigned to your audit. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation. In accordance with our firm policies, work may be suspended if the Association's account becomes thirty days or more overdue and may not be resumed until the Association's account is paid in full.

These fees are based on anticipated cooperation from Association personnel, the completion of schedules and data requested on our Checklists, and the assumption that there will be no unexpected increases in work scope or delays which are beyond our control, as discussed on the Fees Attachment to this letter. If significant additional time is necessary, we will discuss it with management and arrive at a new fee before we incur any additional costs.

Management may request that we perform additional services not addressed in this engagement letter. If this occurs, we will communicate with you concerning the scope of the additional services and the estimated fees. We also may issue a separate engagement letter covering the additional services. In the absence of any other written communication from us documenting such additional services, our services will continue to be governed by the terms of this engagement letter.

Other Considerations

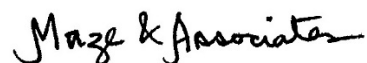
Certain communications involving tax advice are privileged and not subject to disclosure to the IRS. By disclosing the contents of those communications to anyone, or by turning over information about those communications to the government, you, your employees, or agents may be waiving this privilege. To protect this right to privileged communication, please consult with us or your attorney prior to disclosing any information about our tax advice. Should you decide that it is appropriate for us to disclose any potentially privileged communication, you agree to provide us with written, advance authority to make that disclosure.

With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in these sites or to consider the consistency of other information in the electronic site with the original document.

In connection with this engagement, we may communicate with you or others via email transmission. As emails can be intercepted and read, disclosed, or otherwise used or communicated by an unintended third party, or may not be delivered to each of the parties to whom they are directed and only to such parties, we cannot guarantee or warrant that emails from us will be properly delivered and read only by the addressee. Therefore, we specifically disclaim and waive any liability or responsibility whatsoever for interception or unintentional disclosure of emails transmitted by us in connection with the performance of this engagement. In that regard, you agree that we shall have no liability for any loss or damage to any person or entity resulting from the use of email transmissions, including any consequential, incidental, direct, indirect, or special damages, such as loss of revenues or anticipated profits, or disclosure or communication of confidential or proprietary information.

Our most recent peer review report accompanies this letter.

We appreciate the opportunity to be of service to the Association and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy and return the entire copy to us.



Maze & Associates

RESPONSE:

This letter correctly sets forth the understanding of Management.

By: _____

Title: _____

Date: _____

**Emeryville Transportation Management Association
Engagement Letter
Fees Attachment**

Our fees for the work as described in the attached engagement letter will be as follows:

<u>Item</u>	<u>Fee</u>
Audit of Financial Statements	<u>\$10,365</u>
Total	<u><u>\$10,365</u></u>

2022 Fees – Our recurring fees have been adjusted only for the change in the services component of the Bay Area Cost of Living Index for the San Francisco Bay Area of 2.2%.

PDF Copies of Reports – scanned copies of the above reports are available upon request at no charge. These scanned copies (300 dpi) are not high quality and the file sizes may be large, depending on the length of the report. If you would like a higher quality PDF file, please contact us for more information on the specifics and pricing of these options.

Additional Services - The above fees are for audit and assurance services described in the accompanying engagement letter. They do not include fees for assisting with closing the books nor providing other accounting services. Should the Association require assistance beyond audit services we will provide a cost estimate before proceeding.

Report Finalization - Our fee is based on our understanding that all information and materials necessary to finalize all our reports will be provided to us before we complete our year-end fieldwork in your offices. In the case of financial statements, this includes all the materials and information required to print the financial statements. Once reports have been issued and printed, any report changes you make and changes required because information was not received timely will be billed at our normal hourly rates.

Post-Closing Client Adjusting Entries - The first step in our year-end audit is the preparation of financial statement drafts from your final closing trial balance. That means any entries you make after handing us your closing trial balance must be handled as audit adjustments, or in extreme cases, by re-inputting the entire trial balance, even if the amounts are immaterial. If you make such entries and the amounts are in fact immaterial, we will bill you for the costs of the adjustments or re-input at our normal hourly rates.

Grant Programs Requiring Separate Audit - Grant programs requiring separate audits represent a significant increase in work scope, and fees for these audits vary based on the grant requirements. If you wish us to determine and identify which programs are subject to audit, we will bill you for that time at our normal hourly rates.

Changes in Association Personnel - Our experience is that changes and /or reductions in Finance Department staff can have a pronounced impact on costs of performing the audit. If such changes occur, we will meet with you to assess their impact and arrive at a new fee before we begin the next phase of our work. However, we reserve the right to revisit this subject at the conclusion of the audit, based on your actual performance and our actual costs.



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Report on the Firm's System of Quality Control

February 9, 2021

To Maze & Associates Accountancy Corporation and the Peer Review
Committee of the California Society of CPAs

We have reviewed the system of quality control for the accounting and auditing practice of Maze & Associates Accountancy Corporation (the firm) in effect for the year ended May 31, 2020. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants (Standards).

A summary of the nature, objectives, scope, limitations of, and the procedures performed in a System Review as described in the Standards may be found at www.aicpa.org/prsummary. The summary also includes an explanation of how engagements identified as not performed or reported in conformity with applicable professional standards, if any, are evaluated by a peer reviewer to determine a peer review rating.

Firm's Responsibility

The firm is responsible for designing a system of quality control and complying with it to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. The firm is also responsible for evaluating actions to promptly remediate engagements deemed as not performed or reported in conformity with professional standards, when appropriate, and for remediating weaknesses in its system of quality control, if any.

Peer Reviewer's Responsibility

Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance therewith based on our review.

Required Selections and Considerations

Engagements selected for review included engagements performed under *Government Auditing Standards*, including compliance audits under the Single Audit Act.

As a part of our peer review, we considered reviews by regulatory entities as communicated by the firm, if applicable, in determining the nature and extent of our procedures.

Opinion

In our opinion, the system of quality control for the accounting and auditing practice of Maze & Associates Accountancy Corporation in effect for the year ended May 31, 2020, has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. Maze & Associates Accountancy Corporation has received a peer review rating of *pass*.

Coughlan Napa CPA Company, Inc.

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