



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

AGENDA

Board of Directors Meeting

April 21, 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 March 17th, 2022, Board of Directors Meeting (Attachment)
4. Executive Directors Report
 - A. Status Update on Bus Yard
 - B. EGR Ridership & Performance
 - C. Status Update on Lennar Shuttle Partnership
 - D. Report of Incident Near Bus Yard
 - E. Status Update on Transit Signal Priority Project
5. Business Items
 - A. Review and Consider Approval of Resolution 22-04 Declaring Board Meetings will be held via Teleconference (Attachment)
 - B. Appoint Consultant Selection Committee to participate in the Procurement of Bookkeeper/Accountant
 - C. Review of Draft Request for Proposals for Accounting & Bookkeeping Services (Attachment)
 - D. Appoint Procurement Committee – Shuttle Operations & Maintenance Services
 - E. Review of Upcoming Calendar of Actions (Attachment)
6. Confirm date of Next Meeting – May 19th, 2022
 - A. Annual Membership Meeting @ 9:00AM – Elections & Appointments
7. Adjournment

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

ACTION SUMMARY MINUTES

Board of Directors Meeting

March 17th, 2022

LOCATION: VIDEO CONFERENCE

Directors Present: Bobby Lee, Chair
Betsy Cooley, Vice Chair
Geoffrey Sears, Treasurer
Peter Schreiber, Director
Colin Osborne, Director

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

1. Call to Order

Bobby Lee called the meeting to order at 9:18 AM.

2. Public Comment

There were no comments from the public.

3. Approval of the Minutes of the January 20th, 2022 Board of Directors Meeting

Geoffrey Sears motioned for approval of the meeting minutes of the January 20th, 2022 Board of Directors Meeting. Betsy Cooley seconded the motion.

This item was approved by a majority vote.

Yes: 5

No: 0

Abstain: 0

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. Roni hopes to have an update in the next couple of weeks.

B. City Budget & Governance Committee

Roni advised that the TMA submitted a letter and two budget scenarios to the City for this meeting. Roni also noted that the TMA will provide an update on services and return to transit/ridership at the meeting.

C. EGR Ridership & Performance

Karen provided an overview of the January through March (that was available) Ridership information, stating that we saw about 50-55% of pre-COVID ridership on the weekends, 22-28% on the weekdays. Karen added a comparison on BART and EGR ridership numbers up

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ACTION SUMMARY MINUTES

Board of Directors Meeting

March 17th, 2022

through the middle of March. Karen provided 78% on-time performance for January and 83% for February.

No formal action was required.

5. Business Items

- A. Review and Consider Approval of Resolution 22-02 Declaring Board Meetings Will be Held Via Teleconference

Geoffrey Sears requested that the TMA bring the bylaws about Board Member participation to the next Board Meeting

Geoffrey Sears motioned for approval of Resolution 22-02. Betsy Cooley seconded.

This item was approved by a unanimous vote.

Yes: 5

No: 0

Abstain: 0

- B. Review and Consider Approval of Resolution 22-03 to Establish the Date and Time of the Annual Membership Meeting

Roni confirmed that the Annual Membership Meeting was confirmed for May 19th, 2022 at 9AM.

Colin Osbourne motioned for approval Resolution 22-03. Peter Schreiber seconded.

This item was approved by a unanimous vote.

Yes: 5

No: 0

Abstain: 0

- C. Review of Draft Request for Proposals for Accounting & Booking Services

This item was postponed for the next Board Meeting with further discussion required.

- D. Appoint Consultant Selection Committee to Participate in the Procurement of Bookkeeper/Accountant

This item was postponed for the next Board Meeting with further discussion required.

- E. Appoint Audit Review Committee

The 2021 Audit Review will require a committee for review of documents. Peter Schreiber and Colin Osbourne volunteered to participate in the 2021 Audit Review Committee. The TMA will reach out to Kassandra Kappelos about joining.

Betsy Cooley motioned for appointing Peter Schreiber, Colin Osbourne, and Kassandra Kappelos to the 2021 Audit Review Committee. Geoffrey Sears seconded.

This item was approved by a unanimous vote.

Yes: 5

No: 0

Abstain: 0

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

ACTION SUMMARY MINUTES

Board of Directors Meeting

March 17th, 2022

- F. Review and Consider Approval of Audit Engagement with Maze & Associates for Preparation of the 2021 Audited Financial Statements

Geoffrey Sears motioned for approval of the Audit Engagement Letter with Maze & Associates for the Preparation of the 2021 Audited Financial Statements. Betsy Cooley seconded.

This item was approved by a unanimous vote.

Yes: 5

No: 0

Abstain: 0

- G. Discuss Shuttle Partnership Opportunity with Lennar

Roni advised that Lennar is opening a multi-unit property. A condition of approval from the City is to provide a shuttle from the property to the West Oakland BART station. Roni added that Lennar had reached out to the TMA to see if a partnership was of interest. The Shuttle would be open to the community and fare-free; the TMA already provides similar services for the Emery Go-Round Shuttles, West Berkeley Shuttle, and 8-to-Go shuttle. The service would be for 5-year term. Roni asked if the Board was interested in pursuing and developing a partnership and agreement. It was agreed that the best way to move forward was to put together a committee to discuss further. This committee will consist of Geoff Sears, Betsy Cooley and Bobby Lee.

6. Confirm date of Next Meeting – April 21st, 2022

The meeting date was confirmed for April 21st, 2022.

7. Adjournment

The meeting adjourned at approx. 10:28 AM.

RESOLUTION NO. 2022-04

BOARD OF DIRECTORS

EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

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**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 21st day of April, 2022.

AYES:

NOES:

ABSENT:

Chair, Emeryville Transportation Management Association



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)(4) 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.



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- 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 & Non-Profit Status
 - 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.
 - d. Ensure all regulatory documentation and reporting required to maintain the organizations non-profit status are filed on-time.

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.



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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.



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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@emeryground.com.

Sincerely,

Veronica 'Roni' Hatstrup
Executive Director

**Emeryville TMA
2022 Calendar of Activities**

Month/Date	Description
Jan 18th	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. 4th Quarter Financial Report 2. Transportation Agreement w/ BGTMA – Amend to extend through December 31st, 2022. <p><u>Other</u></p> <ol style="list-style-type: none"> 1. City to provide the ETMA with the 1st installment of the PBID Funds by January 15th. 2. Draft 2023 Preliminary Budget.
Feb 17th	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. No Scheduled Actions. <p><u>Other</u></p> <ol style="list-style-type: none"> 1. City Budget & Financing Meeting – date to be confirmed. <ol style="list-style-type: none"> a. ETMA Budget Forecasting Review with Chair & Treasurer
Mar 17th	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. Adopt Resolution to set Annual Membership Meeting – (May 19th) 2. Review of Request for Proposals for Accounting & Bookkeeping Services. 3. Appoint audit committee – 3 Directors (Treasurer exempt) 4. Authorize Audit Services Engagement. 5. Discuss Shuttle Service Partnership with Lennar <p><u>Other</u></p>
Apr 21st	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. Appoint Consultant Selection Committee – Bookkeeping & Tax Prep Services 2. Authorized RFP Distribution – Bookkeeping & Tax Prep Services 3. Appoint Procurement Committee – Shuttle Operations & Maintenance Services. <p><u>Other</u></p> <ol style="list-style-type: none"> 1. Prepare 2021 Annual Report. 2. Distribute Nominations Forms to Employer & Business Members – NLT April 15th 3. Post Annual Membership Meeting Invite – NLT April 15th 4. Provide City with Annual Financial and Operations Report (Annual Report) by the 30th 5. Conduct Annual Audit Review Committee (prior to Board May meeting). 6. Develop Social Media Strategy. 7. Prepare RFP for Shuttle Operations & Maintenance Services.
May 19th	<p><u>Annual Membership Meeting</u></p> <ol style="list-style-type: none"> 1. Election of Employer Member. 2. Election of Business Members. 3. Appointment of Corporate Members. 4. City Appointment of Residential Members. <p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. Election of Officers 2. Bylaws – Director Meeting Attendance 3. Lennar Shuttle Partnership Agreement – Pilot Program 4. Accept the Independent Auditor’s Report on the financial statements. 5. Authorize signing and the filing of the TMA’s Federal Tax Return and State Annual Information Return. 6. 1st Quarter Financial & Performance Reports. 7. Review of 2023 preliminary budget for recommendation to City for 2022-2023 PBID Levy. 8. Review of Proposals for Accounting & Bookkeeping Services & Consultant Selection. 9. Review of Funding Matrix & Discuss ETMA Grants Strategy

**Emeryville TMA
2022 Calendar of Activities**

	<p><u>Other</u></p> <ol style="list-style-type: none"> 1. Proposals for Accounting & Bookkeeping Services Due NLT May 31st. 2. Tax Filings - due May 15th. 3. City to provide the ETMA with the 2nd installment of the PBID Funds by the 15th. 4. City to notify TMA of any changes the identity of property owners or amounts of assessments on PBID properties in May.
<p>Jun 16th</p>	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. Review & Consider Approval of 8 to Go Agreement Extension. 2. Review & Consider Approval of Professional Services Agreement for Accounting & Bookkeeping Services. 3. Review & Approval of RFP for Shuttle Operations & Maintenance Services 4. Service Agreement Amendments – Lennar Shuttle <ol style="list-style-type: none"> a. MV Transportation b. Gray Bowen Scott 5. Appoint Executive Director Performance Review Committee, if desired. 6. Fleet Acquisition Plan Overview 7. Review of Social Media Strategy. <p><u>Other</u></p> <ol style="list-style-type: none"> 1. Committee selection of top ranked accounting firm (prior to Board meeting). 2. Provide City with prior year audit, receipts and expenditures by the 30th. 3. Provide City with prior year annual financial and operations report. 4. Provide City with the preliminary budget and proposed PBID levy for the following year by the 30th. 5. Conduct a marketing program regarding the Shuttle to PBID property owners including, one annual summary report to be posted the EGR website by the 30th. 6. City and TMA liaisons to meet on a semi-annual basis to collaborate on City’s planning efforts to improve Emery Go-Round mobility access throughout the City.
<p>July 21st</p>	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. No Scheduled Actions. <p><u>Other</u></p> <ol style="list-style-type: none"> 1. City Council Meeting to adopt Assessment Levy. 2. Proposals for Shuttle Operations & Maintenance services Due NLT July 30th, 2022.
<p>Aug 18th</p>	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. No Scheduled Actions. <p><u>Other</u></p> <ol style="list-style-type: none"> 1. Committee Review of Shuttle Operations & Maintenance Service Proposals. Conduct interviews if necessary.
<p>Sep 15th</p>	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. Board Selection of Shuttle Operations & Maintenance Contractor. 2. Approval of Resolution to Adopt 2023 Annual Budget. 3. Second Quarter Financial & Performance Reports. 4. Closed Session: Summary of Executive Director Performance Review. <p><u>Other</u></p> <ol style="list-style-type: none"> 1. Conduct ED Performance Review Committee, if applicable. – Prior to BoD Meeting.

**Emeryville TMA
2022 Calendar of Activities**

	<ol style="list-style-type: none"> 2. City to provide an annual accounting of actual PBID funds received, any PBID late fees/penalties received, any mitigation and/or developer fees or grant funds received to the TMA by the 30th. 3. File California Statement of Information Form (Form SI – 100) https://businessfilings.sos.ca.gov
Oct 20th	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. No Scheduled Actions. <p><u>Other</u></p> <ol style="list-style-type: none"> 1. Finalize negotiations with selected shuttle operations & maintenance contractor.
Nov 17th	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. 3rd Quarter Financial & Performance Reports. 2. Renewal of Professional Service Agreements. 3. Renewal of Transportation Agreement with Berkeley Gateway TMA. 4. Approval of Shuttle Operations & Maintenance Agreement. 5. Determine Course of Action – Lennar Shuttle Pilot Program 6. Other Agreements? <p><u>Other</u></p> <ol style="list-style-type: none"> 1. Provide City with a final budget for the follow year by the 30th. 2. Evaluate Lennar Shuttle Pilot Program & Determine Course of Action
Dec 15th	<p><u>Board Actions/Information Items</u></p> <ol style="list-style-type: none"> 1. No Scheduled Actions 2. Renewal of AC Transit Fuel Agreement. (Expires December 31, 2023)