

**SAN FRANCISCO BAY AREA WATER EMERGENCY TRANSPORTATION AUTHORITY**

**MINUTES OF THE BOARD OF DIRECTORS MEETING**

*(January 7, 2010)*

The Board of Directors of the San Francisco Bay Area Water Emergency Transportation Authority met in regular session at the WETA offices at Pier 9, Suite 111, San Francisco, CA.

**1. ROLL CALL AND CALL TO ORDER**

Chair Charlene Haught Johnson called the meeting to order at 1:05 p.m. Directors present were Vice Chair Anthony Intintoli, Director Gerald Bellows and Director John O'Rourke. Director O'Rourke led the Pledge of Allegiance. Director Beverly Johnson arrived at 1:30 p.m.

**2. REPORT OF BOARD CHAIR**

None.

**3. REPORT OF DIRECTORS**

None.

**4. REPORTS OF STAFF**

Executive Director Nina Rannells noted that the Vallejo Station and Maintenance Facility were now included in the Executive Director's report. She reminded the Board that a meeting in Vallejo had been proposed and asked if it should be scheduled in conjunction with a tour of these key facilities. Chair Johnson directed staff to proceed with arrangements for a Board meeting in Vallejo. Vice Chair Intintoli asked that staff make arrangements with the Vallejo Public Works Director to give the Board a presentation and a tour of the Vallejo ferry facilities.

Ms. Rannells then updated the Board on the status of AB 1203 and Proposition 1B funding; reporting that CalEMA would be honoring the intent of the bill and would be advancing funds due WETA from proceeds from the April and November 2009 bond sales. She said that she would receive confirmation on January 20<sup>th</sup> of exactly how and when the money would flow.

Chair Johnson asked that the situation be watched diligently. Ms. Rannells noted that written confirmation would continue to be sought from CalEMA. She noted that WETA continued to await reimbursement of close to \$500,000 for prior work done on projects that were halted due to the earlier freeze on Prop 1B funding and that it was imperative that CalEMA honor the intent of AB 1203 in order to move WETA's program forward, including the South San Francisco project.

**Public Comment:**

John Hummer of MARAD asked specifically what AB 1203 addressed. Ms. Rannells answered that it called for Prop 1B funding to be paid to WETA on an upfront basis rather than a reimbursement basis.

Chair Johnson asked if there was a legislative update. Ms. Rannells noted that the Board packet included a written report on federal legislative issues from Peter Friedmann, which identified plans to secure additional funds for WETA for the Berkeley service as well as maintenance and operations facilities.

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**5. CONSENT CALENDAR**

Director O'Rourke made a motion to approve the minutes from the December 3, 2009 Board of Directors meeting. Director Bellows seconded the motion and the item carried unanimously.

**6. ACCEPT THE INDEPENDENT AUDITOR'S REPORTS FOR FISCAL YEAR 2008/09**

Ms. Rannells presented this item regarding the independent auditor's report for the fiscal year ending June 30, 2009 as required by WETA's Administrative Code. She stated that services were provided by Maze & Associates through WETA's agreement with ABAG for financial services, and introduced Cory Biggs, CEO of Maze & Associates.

Mr. Biggs offered to field questions from the Board and invited them to contact him directly at any time with any questions or concerns. He noted that he was also available to work with staff on the clarity of the reports if needed. He noted that WETA's accounting would be come more complex as the organization transitioned into operations, adding that he was familiar with both the Alameda and Vallejo ferry services. Mr. Biggs indicated that many Boards elect to have a member meet with the auditors during the audit process, as a means to identify questions that the Board has, and offered to integrate such a meeting into the audit process for next year. Vice Chair Intintoli suggested that he would like to add this to WETA's audit process for next year. Ms. Rannells confirmed that this would be added.

Vice Chair Intintoli made a motion to approve the item. Director O'Rourke seconded the motion and the item carried unanimously.

**7. APPROVE ACTIONS TO PREFUND OTHER POSTEMPLOYMENT BENEFITS USING CALPERS CALIFORNIA EMPLOYERS' RETIREE BENEFIT TRUST (CERBT)**

Ms. Rannells presented this item requesting Board approval to prefund Other Post-Employment Benefits through CalPERS California Employers' Retiree Benefit Trust and authorize the Executive Director to request disbursements from the Other Post-Employment Prefunding Plan. She noted that as a newer agency, an opportunity to pre-fund WETA's future obligations represented a smart approach to the long term financial health and management of WETA's operating expense.

Vice Chair Intintoli said that he thought it was a good idea. Director Johnson arrived and asked if staff looked at the cost differences based upon vesting at 5, 10 and 15 years. Ms. Rannells indicated that the intent of the work was not to consider options for changing exiting benefits, but to address pre-funding the benefits currently offered. Director Johnson requested that staff prepare an overview of current employee benefits. Vice Chair Intintoli concurred and Ms. Rannells said a summary would be brought back to the Board.

Vice Chair Intintoli asked if WETA employees were considered state or local employees in the CalPERS retirement system. Ms. Rannells answered that WETA is considered a local agency.

Director Bellows asked if employees lost service years that count towards retirement benefits when WTA became WETA. Ms. Rannells replied that all employees carried their years over, per WTA Board agreement.

Chair Johnson reiterated the request for staff to present an overview. Chair Johnson and Vice Chair Intintoli suggested that it includes both medical and retirement benefits, and Chair Johnson asked if the current item should be tabled. Ms. Rannells noted that the item at hand was to pre-fund future liabilities and not directly related to the Board's request for a benefit summary. Vice Chair Intintoli agreed and added that he believed pre-funding was a very good idea.

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Director Bellows made a motion to approve the item. Director O'Rourke seconded the motion and the item carried unanimously.

**8. APPROVE AMENDMENT NO. 3 WITH WINZLER & KELLY FOR DESIGN SERVICES RELATED TO THE BERKELEY FERRY TERMINAL PROJECT**

Manager of Planning and Development John Sindzinski presented this request for approval of an amendment to the contract with Winzler & Kelly to increase the not-to-exceed budget amount of \$528,000 to \$700,000 and to authorize the Executive Director to execute the contract amendment.

Mr. Sindzinski stated that the amendment would cover the additional work required to complete the Berkeley terminal site EIR/EIS in light of the conditions required by the Berkeley City Council for their support of the project. He noted that the additional work would include an analysis of the seismic viability stretch of University Ave that connects to the terminal site, resolution with the city of parking lot details and Bay Trail improvements.

Vice Chair Intintoli made a motion to approve the item. Director Johnson seconded the motion and the item carried unanimously.

**9. APPROVE AMENDMENT NO. 12 WITH NOSSAMAN, LLP FOR THE PROVISION OF LEGAL SERVICES**

Ms. Rannells presented this item requesting approval of Amendment 12 to the agreement with Nossaman, LLP for the provision of legal services in the amount of \$400,000. She noted the additional legal expenses were primarily related to the implementation of the Transition Plan and WETA's capital projects. She indicated that the Board could direct any specific questions that they had about the work to herself or Stanley Taylor III of Nossaman, LLP.

Mr. Taylor advised the Board that a substantial rate reduction had been negotiated and stated that an additional amendment would not be required for the current year.

Director Bellows expressed his appreciation to Ms. Rannells for her success in obtaining the rate reduction.

Chair Johnson stated that Nossaman had done a good job for WETA and that she supported the amendment. Director Johnson agreed that Nossaman had served WETA well.

Vice Chair Intintoli made a motion to approve the item. Director Johnson seconded the motion and the item carried unanimously.

**10. PUBLIC COMMENT**

Director Johnson introduced Oakland Councilmember At-Large Rebecca Kaplan, who spoke to the Board regarding a shuttle bus service in Oakland that would service the Broadway corridor between Jack London Square and the Uptown District. She noted the growth and revitalization of both areas and said that a \$1 million Air District grant had been secured for the service.

Councilmember Kaplan said that she was a supporter of increased ferry service and hoped the shuttle could be coordinated with the ferry. She added that an additional \$300,000 in funding was being sought for the project and requested an opportunity to make a full presentation to the Board at a future meeting.

Chair Johnson asked that she coordinate a presentation with WETA staff. Director Johnson expressed her support of the project and that she believed the shuttle would encourage the continued growth of the Uptown area.

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**11. RECESS INTO CLOSED SESSION AND REPORT ON CLOSED SESSION**

Chair Johnson called the meeting into closed session at 2:00 p.m. Upon reopening of the meeting at 2:40 p.m. she reported that no action had been taken.

**12. ADJOURNMENT**

All business having concluded, the meeting was adjourned at 2:40 p.m.

Respectfully Submitted,

Board Secretary

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