

**SAN FRANCISCO BAY AREA WATER EMERGENCY TRANSPORTATION AUTHORITY**  
**MINUTES OF THE BOARD OF DIRECTORS MEETING**

*(March 2, 2017)*

The Board of Directors of the San Francisco Bay Area Water Emergency Transportation Authority met in regular session at the Port of San Francisco, Pier 1 in San Francisco, CA.

**1. CALL TO ORDER – BOARD CHAIR**

Chair Jody Breckenridge called the meeting to order at 1:17 p.m.

**2. ROLL CALL**

Chair Breckenridge, Director Jeffrey DelBono, Director Timothy Donovan, Director Anthony Intintoli, and Vice Chair James Wunderman were in attendance.

**3. REPORT OF BOARD CHAIR**

Chair Breckenridge reported that she and Executive Director Nina Rannells had met with various individuals and entities in Sacramento to discuss WETA generally and with regard to its Strategic Plan, emergency response and public transit provisions. She said that no decision on the anticipated reorganization of the California Public Utilities Commission (CPUC) had yet been made and that she and Ms. Rannells had worked to educate officials on WETA and its roles as related to maritime operations generally and within the current scope of the CPUC's domain. Chair Breckenridge said she was pleased with the advocates and support WETA has in Sacramento.

With Board consensus, Chair Breckenridge said that the Agenda Item 9 Closed Session would be moved to the end of the meeting so that those in attendance who wanted to share general public comments on topics unrelated to specific Agenda Items could do so without having to wait until after the closed session.

Chair Breckenridge thanked Directors for their work generally and for their extra efforts recently in external engagement.

**4. REPORTS OF DIRECTORS**

Vice Chair Wunderman said he had met with his neighbor, Martinez City Manager Brad Kilger, to discuss bringing ferry service to Martinez. He said he had told him WETA was interested in service expansion possibilities and that Martinez was included in that vision. He added that he had urged Mr. Kilger to contact Chair Breckenridge to further discuss possible service expansion.

Director Intintoli thanked Chair Breckenridge for her recent work and efforts.

**5. REPORTS OF STAFF**

Ms. Rannells shared her written report with Directors and welcomed questions. She said the Metropolitan Transportation Commission (MTC) had been holding preliminary discussions on Regional Measure 3 (RM3) needs for various Bay Area projects and that they were currently slowing those discussions to focus on SB-1 and AB-1, two broad transportation bills for highways and roads. Ms. Rannells said RM3 discussions were expected to resume with continued meetings in concert with state legislators at a date to be determined.

## **6. CONSENT CALENDAR**

Director DelBono made a motion to approve the consent calendar which included:

- a. Board Meeting Minutes – February 16, 2017
- b. Authorize Submission of an Allocation Request to the California Department of Transportation for FY 2016/17 Low Carbon Transit Operations Program Grant Funds

Director Donovan seconded the motion and the item carried unanimously.

Yeas: Breckenridge, DelBono, Donovan, Intintoli, Wunderman. Nays: None.

## **7. APPROVE AMENDMENT TO AGREEMENT WITH NOSSAMAN LLP FOR THE PROVISION OF LEGAL SERVICES IN FY 2016/17**

Ms. Rannells presented this item to amend the Agreement with Nossaman LLP for provision of legal services in FY 2016/17. She explained that there had been several large projects undertaken in the current fiscal year which required more counsel than initially expected and that additional work had also been required to research new and unfamiliar issues such as WETA's roles and responsibilities as related to the CPUC, the Construction Manager at Risk approach taken with the construction of the Downtown San Francisco Ferry Terminal Expansion Project and the sole source vessel procurement added to WETA's program earlier this year.

As a part of the discussion, the Board noted that the contract for legal services has been in place for over ten years, and directed staff to review and bring forward this, and other similar service contracts over ten years for competitive bid. It was agreed that a legal services contract was needed to most effectively support the agency and that purchasing legal counsel by the hour without a contract was not recommended. Seeking a blended rate for attorneys as opposed to various hourly rates was also suggested for consideration.

Director Intintoli made a motion to approve the item.

Vice Chair Wunderman seconded the motion to further discussion.

The item carried.

Yeas: Breckenridge, DelBono, Donovan, Intintoli. Nays: None. Abstain: Wunderman.

Vice Chair Wunderman abstained from the final vote because Nossaman is a member of the Bay Area Council.

## **8. INFORMATIONAL REPORT ON UPCOMING CHANGES TO WETA'S ACCOUNTING AND FINANCE FUNCTIONS**

Finance & Grants Manager Lynne Yu presented this informational item on upcoming changes to WETA's accounting and finance functions. She explained that the Association of Bay Area Governments (ABAG), the organization to which WETA has been outsourcing its basic accounting functions and financial audits management since the agency's inception, and MTC began discussions regarding merging the two organizations to achieve efficiencies in regional planning in 2015. She said the current plans call for the assignment of all ABAG finance and accounting functions to MTC on or around July 1, 2017, at which time ABAG will no longer be able to provide accounting services to WETA. Ms. Yu reviewed the steps that WETA staff is taking to bring the accounting function in-house in light of this change, such as acquiring and configuring an accounting software system, securing the services of an independent auditor and making plans to hire a new employee to manage this function. The Board voiced support for this change and for staff's planned work activities.

**9. OPEN TIME FOR PUBLIC COMMENTS FOR NON-AGENDA ITEMS**

There were no public comments.

**10. RECESS INTO CLOSED SESSION**

Chair Breckenridge recessed the meeting at 1:57 p.m. and the Board met with legal counsel regarding anticipated litigation in closed session until 2:12 p.m.

**11. REPORT OF ACTIVITY IN CLOSED SESSION**

Upon returning from the closed session, the Board explained that no action had been taken during the closed session.

All business having been concluded, the meeting was adjourned at 2:14 p.m.

Respectfully Submitted,  
Board Secretary