Meeting Notice

1111 Broadway, Suite 800, Oakland, CA 94607 • 510.208.7400 • www.AlamedaCTC.org

Finance and Administration Committee
Monday, June 12, 2017, 10:30 a.m.
1111 Broadway, Suite 800
Oakland, CA 94607

Mission Statement
The mission of the Alameda County Transportation Commission (Alameda CTC) is to plan, fund, and deliver transportation programs and projects that expand access and improve mobility to foster a vibrant and livable Alameda County.

Public Comments
Public comments are limited to 3 minutes. Items not on the agenda are covered during the Public Comment section of the meeting, and items specific to an agenda item are covered during that agenda item discussion. If you wish to make a comment, fill out a speaker card, hand it to the clerk of the Commission, and wait until the chair calls your name. When you are summoned, come to the microphone and give your name and comment.

Recording of Public Meetings
The executive director or designee may designate one or more locations from which members of the public may broadcast, photograph, video record, or tape record open and public meetings without causing a distraction. If the Commission or any committee reasonably finds that noise, illumination, or obstruction of view related to these activities would persistently disrupt the proceedings, these activities must be discontinued or restricted as determined by the Commission or such committee (CA Government Code Sections 54953.5-54953.6).

Reminder
Please turn off your cell phones during the meeting. Please do not wear scented products so individuals with environmental sensitivities may attend the meeting.

Glossary of Acronyms
A glossary that includes frequently used acronyms is available on the Alameda CTC website at www.AlamedaCTC.org/app_pages/view/8081.
Location Map

Alameda CTC
1111 Broadway, Suite 800
Oakland, CA 94607

Alameda CTC is accessible by multiple transportation modes. The office is conveniently located near the 12th Street/City Center BART station and many AC Transit bus lines. Bicycle parking is available on the street and in the BART station as well as in electronic lockers at 14th Street and Broadway near Frank Ogawa Plaza (requires purchase of key card from bikelink.org).

Garage parking is located beneath City Center, accessible via entrances on 14th Street between 1300 Clay Street and 505 14th Street buildings, or via 11th Street just past Clay Street.
To plan your trip to Alameda CTC visit www.511.org.

Accessibility

Public meetings at Alameda CTC are wheelchair accessible under the Americans with Disabilities Act. Guide and assistance dogs are welcome. Call 510-893-3347 (Voice) or 510-834-6754 (TTD) five days in advance to request a sign-language interpreter.

Meeting Schedule

The Alameda CTC meeting calendar lists all public meetings and is available at www.AlamedaCTC.org/events/upcoming/now.

Paperless Policy

On March 28, 2013, the Alameda CTC Commission approved the implementation of paperless meeting packet distribution. Hard copies are available by request only. Agendas and all accompanying staff reports are available electronically on the Alameda CTC website at www.AlamedaCTC.org/events/month/now.

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Chair: Mayor David Haubert, City of Dublin  
Vice Chair: Supervisor Keith Carson,  
Alameda County, District 5  
Commissioners: Scott Haggerty, Elsa Ortiz, Trish Spencer, Jerry Thorne, Jeff Wieler  
Ex-Officio Members: Rebecca Kaplan, Richard Valle  
Staff Liaison: Patricia Reavey  
Executive Director: Arthur L. Dao  
Clerk: Vanessa Lee

1. Pledge of Allegiance
2. Roll Call
3. Public Comment
4. Consent Calendar  
   4.1. Approve the May 8, 2017 FAC meeting minutes.
5. Regular Matters  
   5.1. Approve, and authorize the Executive Director to negotiate and execute, professional services agreements with Wendel, Rosen, Black & Dean, LLP and with Meyers, Nave, Riback, Silver & Wilson, PLC, for a combined total not-to-exceed amount of $850,000, to provide General Legal Counsel Services for the Alameda County Transportation Commission and Sunol Smart Carpool Lane Joint Powers Authority.
6. Committee Member Reports
7. Staff Reports
8. Adjournment

Next Meeting: July 10, 2017

All items on the agenda are subject to action and/or change by the Committee.
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1. Pledge of Allegiance

2. Roll Call
   A roll call was conducted. All members were present with the exception of Commissioner Carson.

3. Public Comment
   There were no public comments.

4. Consent Calendar
   4.1. Approve the March 13, 2017 FAC meeting minutes.
       Commissioner Ortiz moved to approve the Consent calendar. Commissioner Kaplan seconded the motion. The motion passed with the following votes:

       Yes: Haubert, Haggerty, Ortiz, Spencer, Thorne, Wieler, Kaplan, Valle
       No: None
       Abstain: None
       Absent: Carson

5. Regular Matters
   5.1. Approve the Alameda CTC Draft Consolidated Budget for FY2017-18.
       Patricia Reavey recommended that the Commission approve the Alameda CTC Draft Consolidated Budget for FY2017-18. Patricia mentioned that there was a press release from Fitch Ratings reaffirming Alameda CTC’s AAA rating on the 2014 Sales Tax Revenue Bonds and a copy of the award from the Government Finance Officers Association for Excellence in Financial Reporting for the agency’s Comprehensive Annual Financial Report (CAFR) for the year ended June 30, 2016 in the member’s folders. In regards to the budget, Patricia stated that the budget is centered on the mission and core functions of the Alameda CTC and allocates resources for critical planning and programming activities and project management and project delivery of regionally significant projects in Alameda County. The Draft Budget contains projected revenues totaling $321.1 million of which sales tax revenues comprise $282.0 million, grant funds comprise $15.0 million, and VRF revenues comprise $12.0 million. The projected revenues are offset by $312.1 million in anticipated expenditures of which $190.9 million are allocated for programs and programming, most of which is distributed directly to the member agencies on a monthly basis, $76.9 million is for capital projects, and $26.5 million goes towards debt service on the agency’s outstanding bonds. Salaries and benefits expenditures are 1.2 percent of...
total budgeted expenditures. She also pointed out that the Unfunded Pension Liability in the FY2015-16 CAFR was $3.9 million or 1.25 percent of total budgeted expenditures. With a projected beginning fund balance of $309.9 million and a net increase in fund balance of $9.0 million, the draft budget is projecting a consolidated ending fund balance of $318.9 million. Patricia stated that staff is recommending a sustainable and balanced budget.

Commissioner Kaplan moved to approve this item. Commissioner Thorne seconded the motion. The motion passed with the following votes:

Yes: Haubert, Haggerty, Ortiz, Spencer, Thorne, Wieler, Kaplan, Valle
No: None
Abstain: None
Absent: Carson

Patricia Reavey recommended that the Commission approve the Alameda CTC FY2016-17 Third Quarter Consolidated Financial Report. She stated that expenditures through March 31, 2017 are within year-to-date budget, and that the agency remains in a strong financial position as compared to budget through the third quarter and is on track to close out the fiscal year with no further budget adjustments required. The third quarter financial report has been prepared on a consolidated basis and is compared to the year-to-date currently adopted budget as was requested last quarter by the FAC. Alameda CTC activity through March 31, 2017 results in a net increase in fund balance of $31.8 million mostly due to sales tax revenues received but not yet spent. Some highlights of the report include: Sales tax revenues are over budget by $5.9 million and investment income is over budget by $1.5 million. Toll revenue is over budget by $1.2 million which can help to fund the targeted operational reserve and grant revenues are under budget by $22.8 million mostly related to capital and other projects. Patricia stated that salaries and benefits in all categories is slightly over budget by $0.06 million as of March 31, 2017 due to a timing difference and costs for overall administration is over budget by $6.3 million due to debt service. Patricia mentioned that the I-580 Express Lanes Operations expenditures are under budget by $1.3 million, planning expenditures are under budget by $0.8 million and program expenditures are under budget by $16.3 million mostly related to grants and other programming awards for which incoming bills have been delayed. Capital Projects expenditures are under budget by $92.9 million related to timing issues on certain capital projects. Patricia concluded by stating that staff has completed the limitations calculations required for both 2000 Measure B and 2014 Measure BB related to salary and benefits and administration costs, and Alameda CTC is in compliance with all limitation requirements.
Commissioner Wieler asked if subtotals by category can be included in the report. Patricia stated that staff would include subtotals in future reports.

Commissioner Wieler asked why the Direct Local Distributions were over budget. Patricia stated that Direct Local Distribution revenues are direct percentages of how much we collect on revenues. The Commission the budget based on a percentage of actual receipts received as required by the transportation expenditure plans.

Commissioner Haggerty asked for clarification on the debt services. Trish stated that the agency is required to make one principal payment due on March 1 of each year. It is required to be reported once it is paid and the amount will be exactly on budget by year end.

Commissioner Haggerty asked if we can add a footnote in this regard for public users of the report. Patricia stated that staff would include a footnote in this regard in future reports.

Commissioner Spencer moved to approve this item. Commissioner Kaplan seconded the motion. The motion passed with the following votes:

Yes: Haubert, Haggerty, Ortiz, Spencer, Thorne, Wieler, Kaplan, Valle
No: None
Abstain: None
Absent: Carson

5.3. Approve the Alameda CTC FY2016-17 Third Quarter Investment Report.
Patricia Reavey recommended that the Commission approve the Alameda CTC FY2016-17 Third Quarter Investment Report. She stated that as of March 31, 2017, the Alameda CTC’s investments are in compliance with the agency’s investment policy and the portfolios have met the benchmark goals for the quarter. Alameda CTC has sufficient cash flow to meet expenditure requirements over the next six months. She also stated that total cash and investments held by the Alameda CTC was $431.3 million, an increase of $12.7 million over June 30, 2016. Patricia noted that compared to prior year-end balances, the 1986 Measure B investment balance decreased $3.4 million due to capital projects expenditures, the 2000 Measure B investment balance decreased $7.2 million in large part due to a required principal payment made on the outstanding bonds during March 2017, the 2014 Measure BB investment balance increased $21.1 million mostly due to the continued effort with member agencies to put required agreements in place which would authorize invoicing for expenditures incurred on Measure BB projects, and the Non-Sales Tax investment balances increased $2.2 million primarily due to the reimbursement of grant funds which outpaced expenditures slightly during the third quarter as non-sales tax capital projects wind down. Patricia concluded by stating that Alameda CTC’s investment
yields have increased slightly over the prior year with an average return on investments of 0.71 percent through March 31, 2017.

Commissioner Haggerty moved to approve this item. Commissioner Valle seconded the motion. The motion passed with the following votes:

Yes: Haubert, Haggerty, Ortiz, Spencer, Thorne, Wieler, Kaplan, Valle
No: None
Abstain: None
Absent: Carson

5.4. Approve updates to the Alameda CTC Investment Policy.
Patricia Reavey recommended that the Commission approve the Alameda CTC Investment Policy. She stated the policy sets out to meet three primary objectives per the California Government Code; the primary objective is to safeguard the principal of the funds, the secondary objective is to meet the liquidity needs of the agency and the third objective is to achieve a return on the funds. Patricia stated that there are a few minor clerical changes to the policy and there is no fiscal impacts to approving the policy.

Commissioner Spencer suggested that the agency try to avoid future investments deemed to be socially irresponsible and encouraged the Commission to create a list of companies deemed to be socially irresponsible investments.

Commissioner Ortiz stated that the AC Transit board discussed investments in Wells Fargo Bank and AC Transit voted to look at other financial institutions to invest in. Commissioner Spencer wanted information on Wells Fargo as it pertains to the Alameda CTC investments portfolio. Art Dao reiterated the goals of the policy and stated that there were two small investments in Wells Fargo in the portfolio which have already matured. He also noted that the agency uses Wells Fargo Bank for general banking needs.

Commissioner Haggerty stated that the Commission is not responsible for governing what is considered morally responsible when it comes to making agency decisions on investments. Commissioner Thorne echoed his sentiments.

Zack Wasserman noted that there is no agendized item that is specific to Wells Fargo Bank and therefore, the members cannot discuss or vote on Wells Fargo Bank specially. Zack stated that the committee has two options; the committee could defer the item for a later meeting or vote on the item in the staff report today and request that staff review the socially responsible investments at a later date.

Commissioner Haubert asked if there were any time requirements on adopting the policy. Trish stated that there is no time frame associated with approving this item. Art stated that there is an existing policy in place.
Commissioner Wieler asked how the agency picks which investments to invest in. Patricia stated that the investment advisor makes recommendation to the agency as to what investments the agency should make.

Commissioner Kaplan directed staff to agendize a separate discussion on socially responsible investments that includes examples from other governmental agencies, which would come back to the FAC Committee.

Commissioner Haggerty moved to approve this item with the direction to staff. Commissioner Wieler seconded the motion. The motion passed with the following votes:

Yes: Haubert, Haggerty, Ortiz, Spencer, Thorne, Wieler, Kaplan, Valle
No: Spencer
Abstain: None
Absent: Carson

6. Committee Member Reports
   There were no committee reports.

7. Staff Reports
   There were no staff reports.

8. Adjournment/Next Meeting
   The next meeting is:
   Date/Time: Monday, June 12, 2017 at 10:30a.m.
   Location: Alameda CTC Offices, 1111 Broadway, Suite 800, Oakland, CA 94607

Attested by:

Vanessa Lee,
Clerk of the Commission
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DATE: June 5, 2017

SUBJECT: Professional Services Agreements with Wendel, Rosen, Black & Dean, LLP and Meyers, Nave, Riback, Silver & Wilson, PLC

RECOMMENDATION: Approve, and authorize the Executive Director to negotiate and execute, professional services agreements with Wendel, Rosen, Black & Dean, LLP and with Meyers, Nave, Riback, Silver & Wilson, PLC, for a combined total not-to-exceed amount of $850,000, to provide General Legal Counsel Services for the Alameda County Transportation Commission and Sunol Smart Carpool Lane Joint Powers Authority.

Summary

The Alameda County Transportation Commission (Alameda CTC) contracts with a number of consultant firms for certain specialized professional services in areas where cost, work volume, or the degree of specialization required would not justify the use of in-house staff. Such professional services include general legal counsel, planning development, media and public relations, technical assistance, and project and program management services.

Staff recommends approval of, and authorization for the Executive Director to negotiate and execute, professional services agreements with Wendel, Rosen, Black & Dean, LLP (Wendel Rosen) and Meyers, Nave, Riback, Silver & Wilson, PLC (Meyers Nave), for a combined total not-to-exceed amount of $850,000, which is the historical budget for general legal support services, to provide general legal counsel for Alameda CTC and Sunol Smart Carpool Lane Joint Powers Authority (Sunol JPA).

Background

General legal counsel services for Alameda CTC and Sunol JPA include representation at Committee and Commission meetings, review of contracts and agreements, as well as highly specialized legal services such as counseling on personnel-related matters and providing legal representation on ongoing condemnation and eminent domain proceedings, right-of-way activities and other project-related matters. Wendel Rosen was awarded the current contract in 2012 through a competitive bid process to provide these services. That contract expires on June 30, 2017. Per Alameda CTC’s Procurement Policy, professional services contracts are competitively re-bid after five years.

Scope of Services: Legal counsel services may include, but are not limited to, the following categories of action:
1. ADMINISTRATION:

   a. **Goverance.** Provide legal opinions and coordinate with Commissioners and staff on matters pertaining to all aspects of governance of Alameda CTC and Sunol JPA, including any regulations, statutes, ordinances, and guidelines that enable and govern Alameda CTC in its capacities as a congestion management agency and administrator of the Measure B and Measure BB transportation sales tax and Measure F vehicle registration fee, as well as provisions of the Congestion Management Act and the Joint Powers Agreement.

   b. **Meetings.** Attend public meetings of the Commission and other formal committees, including the Programs and Projects Committee, Planning, Policy, and Legislation Committee, Finance and Administration Committee, I-580 Express Lane Policy Committee, Sunol JPA Board, and any advisory committees (e.g., Alameda County Technical Advisory Committee, Bicycle and Pedestrian Advisory Committee, Independent Watchdog Committee, and Paratransit Advisory and Planning Committee) and ad-hoc subcommittees created by the Commission, on an as-needed basis; function as de facto legal counsel to any advisory committees, as requested.

   c. **Compliance.** Provide legal opinions and guidance to assure that Alameda CTC and Sunol JPA are in compliance with all federal, state, regional and local laws and regulations, including procurement and contracting requirements; provide draft(s), review, and/or revision(s) of legal documents, including, but not limited to, memoranda concerning legal issues, ordinances, resolutions, contracts, specifications or standard agreements; and provide legal opinions on restrictions, revisions, claims, default liability, protests and appeals.

   d. **Legislation and Legal Matters.** Monitor and advise on legislation and federal, state, and local case law affecting Alameda CTC and Sunol JPA; draft legislation as needed; testify before legislative bodies; assist staff and legislative advocates in drafting or reviewing legislation. Research and interpret laws, court decisions, and other authorities in order to prepare legal opinions and to advise the Commission and staff on legal matters pertaining to and/or affecting Alameda CTC and Sunol JPA.

   e. **Parliamentary Procedure and Commission Requirements.** Provide advice, opinions and determinations regarding parliamentary procedure; ethics and conflicts of interests for Commission members, staff and vendors; and assist in updating the Alameda CTC Conflict of Interest Code as necessary. Provide updates to Alameda CTC and Sunol JPA Administrative Codes annually, and other Alameda CTC codes and policies as necessary. Provide legal guidance with regard to the requirements of the Brown Act, Levine Act, Conflict of Interest Code, Political Reform Act, California Environmental Quality Act, Proposition 218 Omnibus Implementation Act, the Public Records Act, and other legal requirements imposed by statute and common law.
f. **Human Resources and Labor Issues.** Provide legal opinions and assistance to Alameda CTC with regard to human resources and various labor issues, including those related to construction. Provide advisory services to Alameda CTC during appeal hearings and draft procedural documents.

g. **Insurance, Risk Management and Bonding.** Advise on insurance coverage, risk management, and bonding coverage as necessary.

2. **FINANCE.** Assist in the review of financial budgetary and debt program and financing matters, if any, including developing opinions on debt issuance documents, review covenants and offering memoranda, representations and audit documents, and review of investment, debt and fiscal policies.

3. **EXPENDITURE PLAN IMPLEMENTATION.** Address questions regarding the validity, collection, administration and use of sales tax revenues and toll revenues. Assist with the interpretation of Expenditure Plans and funding requirements, categories and subcategories, requirements applicable to Alameda CTC and sponsoring agencies; reimbursement eligibility; and applicability of environmental and other state or federal requirements.

4. **LITIGATION REPRESENTATION.** Represent Alameda CTC or Sunol JPA in litigation or potential litigation (e.g., civil, tort, liability, labor and employment, construction law and public works, general writ, etc.), including legal support and expertise in the area of contract disputes, eminent domain and right of way transactions as part of the capital project delivery process.

5. **OTHER DUTIES.** Perform other duties as directed by the Executive Director or designee of the Executive Director, and/or the Commission.

**Procurement:** In order to retain qualified general legal counsel, a Request for Proposals (RFP) for general legal counsel services was issued on March 24, 2017. Notification of this contracting opportunity was sent to over 180 firms, including small, disadvantaged and local businesses. In addition, a notification was e-mailed to the entire list of Alameda CTC subscribers. The RFP was also posted to the Alameda CTC website and the California Special District Association website. The RFP was advertised in the following five newspapers:

1. Alameda Times-Star
2. Daily Review
3. Fremont Argus
4. Oakland Tribune Weekly
5. Tri-Valley Herald

In addition to the notification process outlined above, the RFP was included in Alameda CTC’s Current/Upcoming Contracting Opportunities list published and distributed in advance of the RFP’s release.
By the proposal due date of April 17, 2017, four responsive and responsible proposals were received from the following firms:

- Atkinson, Andelson, Loya, Ruud & Romo
- Meyers Nave
- Nossaman, LLP
- Wendel Rosen

Based on the review and evaluation of the proposals, the selection panel, consisting of representatives from Alameda CTC and the County of Alameda, shortlisted three firms for interview. Interviews were conducted on May 12, 2017, and the firms were evaluated by the selection panel using the following criteria from the RFP:

1. **Knowledge and Understanding** of the required services and scope of work.
2. **Management Approach and Staffing Plan** to perform scope of work efficiently and effectively. The ability and willingness to work within a managed contract budget, scope of work, and schedule of deliverables.
3. **Qualifications of the Proposer Firm** and ability of the consultant team and key staff in performing the scope of work.
4. **Effectiveness of Interview** – Overall interview discussions and presentation.
5. **Ability to Meet or Exceed Applicable LBE and SUBE Goals** – The RFP and resulting contract are subject to the LBCE Program established by Alameda CTC.

The selection panel evaluated the shortlisted firms based on the above criteria and selected Wendel Rosen and Meyers Nave as the top-ranked firms. Both firms possess a robust understanding of the RFP scope and objectives, backed by relevant experience. In particular, Wendel Rosen maintains institutional knowledge of the agency and its predecessors and builds upon a proven track record of performance, while Meyers Nave demonstrates strong qualifications and an engaging management approach. Both Wendel Rosen and Meyers Nave are Alameda CTC-certified Local Business Enterprise firms with offices in Oakland, California.

**Performance of Services:** Given the wide range of desired expertise and experience, as detailed in the scope, there is a need for broad access to legal services from a deep bench. Thus, staff recommends contracting with the two top-ranked firms which Alameda CTC may call upon as needed. This approach meets the need for the depth and breadth of bench, mitigates conflicts of interest, increases competition, and allows for improved responsiveness during times of peak demand. Services shall be provided from each firm as determined by the Executive Director and/or the Commission; see [Attachment A](#), Proposed Scope Distribution by Task.

**Recommendation:** Staff recommends approval of, and authorization for the Executive Director to negotiate and execute, professional services agreements with Wendel Rosen and Meyers Nave for a combined total not-to-exceed amount of $850,000, to provide general
legal counsel services for Alameda CTC and Sunol JPA. There is no guarantee that the total not-to-exceed amount will be authorized under either contract. The performance period is for an initial period of one year from July 1, 2017 to June 30, 2018, with options for up to four additional years of service.

**Levine Act Statement:** Meyers Nave reported that its principal, Benjamin Reyes, in his individual capacity, made political contributions of more than $250 to Commissioner Wilma Chan and Alternate Jim Oddie in the 12 months preceding the issuance date of the RFP. Wendel Rosen did not report a conflict in accordance with the Levine Act.

**Fiscal Impact:** This item has a fiscal impact of $850,000, and sufficient budget has been included in the Alameda CTC Adopted Fiscal Year 2017-18 Budget.

**Attachment**

A. Proposed Scope Distribution by Task

**Staff Contacts**

Seung Cho, Director of Budgets and Administration

Patricia Reavey, Deputy Executive Director of Finance and Administration
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## Attachment A
### Proposed Scope Distribution by Task

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