

Jean Josey
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Newell Arnerich
TVTC Vice Chair
Councilmember
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David Haubert
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(925) 551-6995

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Contra Costa
(925) 957-8860

Brittni Kiick
Vice Mayor
City of Livermore
(925) 960-4019

Julie Testa
Councilmember
City of Pleasanton
(925) 931-5001

Scott Perkins
Councilmember
San Ramon
(925) 973-2544

If you have any questions related to the Tri-Valley Transportation Council meeting agenda. Please contact Sai Midididdi. TVTC Administrative staff at (925)833-6630 or email at sai.midididdi@dublin.ca.gov

TVTC REGULAR MEETING

Monday, April 17, 2023
4:00 p.m.

In-Person Meeting Locations:

1. City of Dublin, CMO Conference Room, 100 Civic Plaza, Dublin, CA 94568
2. 1516 Kamole Street, Honolulu, HI, 96821 (via teleconference)
3. Office of Supervisor David Haubert, Alameda County Board of Supervisors, District 1, 4501 Pleasanton Avenue, Pleasanton, CA 94566 (via teleconference)
4. City of Pleasanton, City Council Conference Room, 200 Old Bernal Road, Pleasanton, CA 94566 (via teleconference)

Remote Meeting Link:

Join Zoom Meeting
<https://dublinca.zoom.us/j/88636853333>
Meeting ID: 886 3685 3333
One tap mobile
+16699009128, 88636853333# US (San Jose)
+16694449171, 88636853333# US

Members of the public who wish to participate in the meeting electronically have the option of giving public comments via Zoom during the Public Comment period (for topics not on the agenda), in addition to each of the items on the agenda.

If you are submitting a public comment via email, please do so **by 12:00 p.m. on Monday, April 17, 2023**, to sai.midididdi@dublin.ca.gov. Please include **"Public Comment 04/17/23"** in the subject line. In the body of the email, please include your name and the item you wish to speak on. Public comments submitted will be read during Public Comment and will be subject to the regular three-minute time restriction.

This AGENDA is posted in accordance with Government Code Section 54954.2(a). If requested, pursuant to Government Code Section 54953.2, this agenda shall be made available in appropriate alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C. Section 12132) (ADA), and the federal rules and regulations adopted in implementation thereof. To make a request for disability-related modification or accommodation, please contact the Administrator at (925) 833-6650 or by email at sai.midididdi@dublin.ca.gov at least 24 hours in advance of the meeting. Upon receiving a request, the

TVTC will swiftly resolve requests for reasonable accommodation for individuals with disabilities, consistent with the federal ADA, and resolve any doubt in favor of accessibility.

Agenda materials that become available within 72 hours in advance of the meeting, and after publishing of the agenda, will be available at Civic Center, 100 Civic Plaza, and will be posted on the TVTC's website at <https://www.tvtc-jpa.com/Meetings/Upcoming-Meetings.aspx>

Once connected to the Zoom platform using the Zoom link information provided, the public speaker will be added to the Zoom webinar as an attendee and muted. The speaker will be able to observe the meeting from the Zoom platform. The speaker will be unmuted to give public testimony via Zoom.

AGENDA

1. **Call to Order**
2. **Roll Call and Self Introductions**
3. **Public Comment**
4. **Consent Calendar**
 - a. APPROVE January 23, 2023 Meeting Minutes
 - b. REVIEW and ADOPT the Construction Cost Index Annual Adjustment to the Tri-Valley Transportation Development Fee
 - c. REVIEW and ACCEPT AB1600 Reports
5. **Old Business**
6. **New Business**
 - a. Town of Danville - Request to Allocate Tri-Valley Transportation Development Fee Funds in the amount of \$3,432,438 to the Innovate 680: Coordinated Adaptive Ramp Metering (CARM) of the Tri-Valley Transportation Council Strategic Expenditure Plan Project C.10 – Resolution 2023-05
 - b. ACCEPT Audit Report for FY 2021-2022
 - c. REVIEW and ADOPT the Revised FY 2022-2023 and the Proposed FY 2023-2024 Administrative Budgets- Resolution 2023-06
 - d. APPROVE the Bookkeeping and Accounting Services Contract between TVTC and Maze and Associates – Resolution 2023-07
 - e. APPROVE the Second Amendment to Professional Services Agreement with Meyers Nave, PC for General Counsel Services – Resolution 2023-08
7. **Administrative Business**

None
8. **Informational Items**
 - a. Conflict of Interest Code approved by FPPC on April 7th, 2023. TVTC Administrator will create a Statement Economic Interests, Form 700 eDisclosure account in the FPPC website for each Board Member. FPPC will send notifications directly to the filers.
 - b. **July 17, 2023, at 4:00 pm** – TVTC Board Meeting
9. **Adjournment**

* *Attachment(s)*

Item 4

Item 4a - DRAFT - MEETING MINUTES

TRI-VALLEY TRANSPORTATION COUNCIL REGULARLY SCHEDULED BOARD MEETING

Zoom Teleconference Call

Monday, January 23, 2023

1. CALL TO ORDER

The Tri-Valley Transportation Council (TVTC) was called to order at 4:05 p.m. by Chair, Jean Josey, City of Dublin.

2. ROLL CALL, AND SELF-INTRODUCTIONS

TVTC Members in Attendance:

Jean Josey, Chair, Councilmember, Dublin
Newell Arnerich, Vice-chair, Councilmember, Town of Danville
David Haubert, Supervisor District 1, Alameda County
Candace Andersen, Supervisor District 2, Contra Costa County
Brittini Kiick, Vice Mayor, City of Livermore (absent)
Julie Testa, Councilmember, City of Pleasanton
Sridhar Verose, Councilmember, San Ramon

TVTC Staff in Attendance:

Andrew Dillard, Danville
Joanna Liu, Livermore
Pratyush Bhatia, Dublin
Cedric Novenario, Pleasanton
Kristen Villanueva, Alameda CTC
Matt Kelly, CCTA
Chris Weeks, San Ramon
Robert Sarmiento, Contra Costa County
Raul Tovar, Charlie Knox, Torina Wilson Martin Engelmann, PlaceWorks

Others in Attendance

Lindsay D'Andrea, General Counsel's Office

3. PUBLIC COMMENT

None

4. CONSENT CALENDAR

1. APPROVE minutes from January 9th meeting.
2. APPROVE Resolution No. 2023-03 to continue conducting remote teleconference meetings for all meetings of the legislative bodies of the Tri-Valley Transportation Council ("TVTC"), pursuant to the authority set forth in AB 361 (Government Code Section 54953[e][1]), due to a proclaimed state of emergency and imminent risks to the health and safety of attendees if meetings are held in person

Motion to Approve Consent Calendar Items by **Supervisor Anderson**; Second by **Supervisor Haubert**

Approved (Ayes 4; Noes 0; Abstain 1) Kiick - Absent

5. OLD BUSINESS

Adopt Resolution 2023-04 Approving the Draft Tri-Valley Action Plan and Recommending CCTA to incorporate it in Contra Costa Countywide Transportation Plan.

Motion to Approve New Business Items by **Supervisor Anderson**; Second by **Councilmember Arnerich**

Errata Memo approved as well.

**Approved (Ayes 5; Noes 0; Abstain 1)
Absent Kiick**

6. ADMINISTRATIVE BUSINESS

7. INFORMATIONAL ITEMS

Finance Subcommittee Meeting on February 13, 2023, at 4:15 p.m.

8. ADJOURNMENT

The meeting was adjourned by Chair Josey at 4:32 p.m.

Item 4b

Jean Josey
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Newell Arnerich
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Councilmember
San Ramon
(925) 973-2544

To: TVTC Board

From: TVTC Finance Subcommittee and Technical Advisory Committee (TAC)

Date: April 17, 2023

Subject: REVIEW and ADOPT the Construction Cost Index Annual Adjustment to the Tri-Valley Transportation Development Fee

BACKGROUND

The Joint Exercise of Powers Agreement (JEPA) for the Tri-Valley Transportation Development Fee (TVTDF) contemplates that the TVTDF amounts will be adjusted automatically as of July 1 of each year to reflect changes in regional construction costs. JEPA Section 3(D)(I) specifies that the adjustment may be adopted by a simple majority of the TVTC Board.

DISCUSSION

The amount of the adjustment is based on the change in the "Construction Cost Index" (CCI) for the San Francisco Bay Area, as reported annually in the Engineering News Record (ENR). The December 2022 ENR CCI for the San Francisco Bay Area is **+5.3%**. Per TVTC Resolution 2022-07 retail rate is kept at \$5.92/SF Gross Floor Area and the rest of the rates are adjusted by CCI.

RECOMMENDATION

The TVTC Finance Committee recommends the TVTC adopt the Tri-Valley Transportation Development Fee Construction Cost Index Annual Adjustment and notify each TVTC member agency to collect the TVTDF rates as listed below starting **July 1, 2023**:

Single Family Residential	\$6,946.01/Dwelling Unit (DU)
Multi-Family Residential	\$4,095.33/DU
Office	\$9.28/sq. ft. Gross Floor Area
Retail	\$5.92/sq. ft. Gross Floor Area
Industrial	\$5.23/sq. ft. Gross Floor Area
Other	\$6,424.02/average am/pm peak hour trip
ADU/SDU	\$0
Affordable Housing	\$0

***TVTDF Historical Fee Rates**

	2021	2022	2023
Single Family Residential (per DU)	\$5,057.00	\$6,596.40	\$6,946.01
Multi-Family Residential (per DU)	\$3,484.00	\$3,889.20	\$4,095.33
Office (per SF Gross Floor Area)	\$8.59	\$8.81	\$9.28
Retail (per SF Gross Floor Area)	\$3.74	\$5.07	\$5.92
Industrial (per SF Gross Floor Area)	\$5.00	\$4.97	\$5.23
Other (average am/pm peak hour trip)	\$5,620.00	\$6,100.68	\$6,424.02
Affordable Housing **	\$0.00	\$0.00	\$0.00
ADU/SDU***	\$0.00	\$0.00	\$0.00

* Pursuant to TVTC Resolution 2022-07 Retail Rate is \$5.92/SF Gross Floor Area and the rest of the rates are adjusted by CCI

**Pursuant to Resolution 2015-01 Adjusting the Tri-Valley Transportation Development Fee Schedule

***Pursuant to Resolution 2019-03 – Resetting the Accessory Dwelling Unit/Secondary Dwelling Unit Fee in the Tri Valley Transportation Council Development Fee Program

Item 4c

REVIEW and ACCEPT - AB 1600 Report

Tri Valley Transportation Council Annual AB1600 Report for Fiscal Year 2021-2022

		The fee provides for the construction of transportation improvement projects necessary to accommodate new development within the Tri-Valley Development area. Projects are identified in the Strategic Expenditure Plan.																												
1A	Description of the Type of Fee:																													
1B	Amount of Fee:	<table border="0"> <tr> <td>Single Family Dwelling</td> <td>\$</td> <td>5,057.00</td> <td>per unit</td> </tr> <tr> <td>MultiFamily Dwelling</td> <td>\$</td> <td>3,484.00</td> <td>per unit</td> </tr> <tr> <td>Retail</td> <td>\$</td> <td>3.74</td> <td>per KSF</td> </tr> <tr> <td>Office</td> <td>\$</td> <td>8.59</td> <td>per KSF</td> </tr> <tr> <td>Industrial</td> <td>\$</td> <td>5.00</td> <td>per KSF</td> </tr> <tr> <td></td> <td></td> <td></td> <td>average am/pm</td> </tr> <tr> <td>Other</td> <td>\$</td> <td>5,620.00</td> <td>peak hour trip</td> </tr> </table>	Single Family Dwelling	\$	5,057.00	per unit	MultiFamily Dwelling	\$	3,484.00	per unit	Retail	\$	3.74	per KSF	Office	\$	8.59	per KSF	Industrial	\$	5.00	per KSF				average am/pm	Other	\$	5,620.00	peak hour trip
Single Family Dwelling	\$	5,057.00	per unit																											
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Industrial	\$	5.00	per KSF																											
			average am/pm																											
Other	\$	5,620.00	peak hour trip																											
1C	Beginning and End Balance of Account																													
	Beginning Balance:	\$ 19,493,039																												
	End Balance:	\$ 22,755,932																												
1D	Amount collected and interest earned:	\$ 3,469,805 (see details below)																												
1E	Public Improvement(s) funded																													
	Project Name:	See below																												
	Amount:	See below																												
	% of the cost funded by TVTDF:	See below																												
1F	Construction start date:	See below																												
1G	Interfund Transfer or loan from account:	None																												
1H																														

1D	Amount Collected and Interest Earned	7/21-6/22
	Revenue and other Sources	Fees/Interest
	Alameda Co	\$ 23,290.75
	Dublin	\$ 2,014,286.30
	Livermore	\$ 201,214.55
	Pleasanton	\$ 560,174.25
	CC County	\$ 36,359.24
	Danville	\$ 12,137.61
	San Ramon	\$ 549,438.75
	LAIF Interest	\$ 72,903.58
		\$ 3,469,805.03

1E, 1F	Public Improvements Funded	7/21-6/22	funded by	1F. Construction
	Disbursements		TVTDF	Start Date
	Administrative Staff Support	(20,000.00)	100%	N/A
	Accounting Fees	(7,665.00)	100%	N/A
	Advertising	(466.20)	100%	N/A
	Bank Fees	(65.00)	100%	N/A
	Insurance	(3,566.82)	100%	N/A
	Legal fees	(39,961.70)	100%	N/A
	Nexus Study/Strategic Exp Plan	(126,155.45)	100%	N/A
	Board Meeting Stipends	(6,300.00)	100%	N/A
	Website Development & Maintenance	(1,299.00)	100%	N/A
	Treasury Oversight Services	(1,200.00)	100%	N/A
	Operations	(41.57)	100%	N/A
	Project Management Software	(192.00)	100%	N/A
	Total Resources (Uses)	(206,912.74)		

Item 6

Item 6a

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(925) 973-2544

To: Tri-Valley Transportation Council (TVTC)
From: Town of Danville, Contra Costa Transportation Authority, and TVTC Technical Advisory Committee
Date: April 17, 2023
Subject: Town of Danville - Request to Allocate Tri-Valley Transportation Development Fee Funds in the amount of \$3,432,438 to the Innovate 680: Coordinated Adaptive Ramp Metering (CARM) of the Tri-Valley Transportation Council Strategic Expenditure Plan Project C.10

BACKGROUND

The Town of Danville (Town) is one of the Tri-Valley Transportation Council (TVTC) sponsors of Innovate 680 and the Contra Costa Transportation Authority (Authority) is the implementation agency. The Authority, in conjunction with the California Department of Transportation (Caltrans), has embarked on the implementation of adaptive ramp metering along northbound I-680 between Alcosta Boulevard and Olympic Boulevard. In addition, Caltrans is also installing metering at other ramps along I-680 between I-580 in Alameda County and I-780 in Solano County.

The Connected Adaptive Ramp Metering (CARM) project will supplement the Caltrans ramp metering project, within the aforementioned limits, by adding system functionality and infrastructure improvements to:

- Proactively manage both recurrent and non-recurrent congestion in a coordinated, real-time manner to improve productivity and reliability of the I-680 corridor.
- Balance freeway performance objectives and ramp queues.
- Improve the detection of traffic and incidents to support real-time corridor adaptive ramp metering (CARM) and other traffic operations strategies.
- Encourage collaboration with local agencies for further implementation of intelligent transportation systems (ITS) and integrated real-time traffic operations strategies that address regional and local objectives.

In August 2021, the TVTC unanimously approved the 2020 TVTC Nexus Fee Update Study. Subsequently, on April 18, 2022, the TVTC unanimously adopted the 2022 Strategic Expenditure Plan (SEP) Update and SEP Funding Plan. The SEP Funding Plan includes Project C.10, Innovate 680. The CARM project is one of the major elements of Innovate 680. The SEP Funding Plan authorizes an appropriation of \$3,432,438 from the Tri-Valley Transportation Development Fund (TVTDF) in FY 2023-24.

TRI-VALLEY TRANSPORTATION COUNCIL

The TVTC Technical Advisory Committee (TVTC TAC) has determined that there is sufficient funding to allocate the \$3,432,438 in TVTDF for FY 2023-24. The Town of Danville is a member of TVTC and signatory to the Joint Exercise of Powers Agreement and is the TVTC Project Sponsor agency responsible for administering the initiation of the allocation funding request to the TVTC. As the Authority is the lead agency for the management and implementation of the Project, the disbursement of \$3,432,438 in funds is requested to be transmitted from TVTC directly to the Authority.

RECOMMENDATION

The Town of Danville and Contra Costa Transportation Authority requests that the TVTC Board approve Resolution No. 2023-05, authorizing an allocation of \$3,432,438 in TVTDF funds to the Innovate 680: Coordinated Adaptive Ramp Metering (Project C.10).

ATTACHMENTS

1. TVTC Resolution No. 2023-05
2. 2022 TVTC SEP Funding Plan
3. 2022 TVTC SEP Project No. C. 10 Fact Sheet

**TRI-VALLEY TRANSPORTATION COUNCIL
RESOLUTION NO. 2023-05**

**A RESOLUTION OF THE TRI-VALLEY TRANSPORTATION COUNCIL (TVTC) TO
ALLOCATE TRI-VALLEY TRANSPORTATION DEVELOPMENT FEE FUNDS IN THE
AMOUNT OF \$3,432,438 TO THE INNOVATE 680: COORDINATED ADAPTIVE RAMP
METERING (CARM) OF THE TRI-VALLEY TRANSPORTATION COUNCIL STRATEGIC
EXPENDITURE PLAN PROJECT C.10**

WHEREAS, IN 1995, the Tri-Valley Transportation Council (TVTC) adopted the Tri-Valley Transportation Plan/Action Plan (TVTP/AP) for Routes of Regional Significance; and

WHEREAS, in 1998, the TVTC and the Town of Danville entered into a Joint Exercise Powers Agreement (JEPA) to provide authority to collect a Tri-Valley Transportation Development Fee (TVTDF) to collect impact fees for the traffic mitigation to be applied to TVTC priority projects; and

WHEREAS, on August 16, 2021, the TVTC unanimously approved Resolution No. 2021-10 Adopting the Tri-Valley Transportation Council 2020 Nexus Fee Update Study; and

WHEREAS, on April 18, 2022, the TVTC unanimously approved Resolution No. 2022-07 Adopting the Strategic Expenditure Plan (SEP) Update and SEP Funding Plan, which guides the expenditure of revenue collected from TVTDF; and

WHEREAS, the SEP identifies priorities, project sponsors, and funding for TVTDF projects; and

WHEREAS, the 2022 Strategic Expenditure Plan Update programmed \$3,432,438 in FY 2023-24 for Innovate 680 (SEP Project C-10); and

WHEREAS, the Town of Danville (Town), the Contra Costa Transportation Authority (Authority), and TVTC desire to enter into a funding agreement for purposes of allocating TVTDF funds for the implementation of Innovate 680: Coordinated Adaptive Ramp Metering (CARM) project; and

NOW, THEREFORE, BE IT RESOLVED by the Tri-Valley Transportation Council, as follows:

1. The TVTC authorizes the TVTC Administrator and Treasurer to transmit \$3,432,438 in TVTDF funds from the TVTDF account to the AUTHORITY, the party responsible for the implementation of Innovate 680 (Project C-10), and as programmed in the 2022 Strategic Expenditure Plan for FY 2023-24;
2. The TVTC approves the Funding Agreement, in substantially the same form as attached hereto and incorporated herein as Exhibit A subject to review by the TVTC General Counsel, between the TVTC, the TOWN, and the AUTHORITY for allocation of TVTDF funds for the implementation of the Innovate 680 project, and authorizes the Chair to execute the Funding Agreement;

3. The TVTC authorizes any related activities necessary to further the intent of this Resolution.

PASSED, APPROVED, AND ADOPTED at the meeting of April 17, 2023, by the following votes:

AYES:
NOES:
ABSENT:
ABSTAIN:

Jean Josey, Chair
Tri-Valley Transportation Council

ATTEST:

Sai Midididdi, TVTC Administrative Staff

EXHIBIT A to TVTC Resolution 2023-05 (Attachment 1) -
"Funding Agreement"

**FUNDING AGREEMENT BETWEEN THE TRI-VALLEY
TRANSPORTATION COUNCIL, THE TOWN OF DANVILLE, AND
THE CONTRA COSTA TRANSPORTATION AUTHORITY FOR
THE ALLOCATION OF TVTDF FUNDS IN THE AMOUNT OF
\$3,432,438 FOR THE INNOVATE 680: COORDINATED
ADAPTIVE RAMP METERING PROJECT (Project C.10)**

This AGREEMENT is made and entered into as of _____ by and between the Tri-Valley Transportation Council (TVTC), the Town of Danville (DANVILLE), and the Contra Costa Transportation Authority (AUTHORITY) collectively referred to herein as the "Parties."

RECITALS

- A. WHEREAS, DANVILLE, as one of the members of the TVTC, is a signatory to the Joint Exercise of Powers Agreement pertaining to the Tri-Valley Transportation Development Fee ("TVTDF"); and
- B. WHEREAS, the Innovate 680: Coordinated Adaptive Ramp Metering Project ("Project") is identified on List C of the 2022 TVTC Strategic Expenditure Plan ("SEP") and is programmed for \$3,432,438 in FY 2023-24; and
- C. WHEREAS, DANVILLE is one of the TVTC Project Sponsors of the PROJECT identified in the 2022 Strategic Plan;
- D. WHEREAS, the AUTHORITY is the lead agency responsible for the implementation of the PROJECT; and
- E. WHEREAS, the AUTHORITY is requesting an allocation of \$3,432,438 of TVTDF funds for FY 2023-24; and
- F. WHEREAS, pursuant to Resolution No. 2023-XX, TVTC approved the allocation of \$3,432,438 of TVTDF funds to the AUTHORITY for the Project; and
- G. WHEREAS, the Parties desire to enter into this Funding Agreement to outline the terms and obligations associated with the allocation of TVTDF funds;

NOW, THEREFORE, THE PARTIES DO HEREBY AGREE AS FOLLOWS:

SECTION I

DANVILLE AGREES:

- A. To initiate a request to the TVTC for the allocation and disbursement of TVTDF funds directly to the AUTHORITY \$3,432,438 of TVTDF funds for the Project.

TVTC AGREES:

- A. To allocate and transmit to the AUTHORITY \$3,432,438 of TVTDF funds for the Project.

AUTHORITY AGREES:

- A. To utilize the TVTDF funds solely for the Project, in accordance with the SEP.
- B. To keep and maintain accurate documentation consistent with Generally Accepted Accounting Principles (GAAP) related to the expenditure of the TVTDF funds allocated for the Project.
- C. To make any and all documentation related to the Project's use of TVTDF funds available to TVTC or its representatives upon request.
- D. To promptly notify TVTC of any unspent TVTDF funds after Project completion and promptly return said funds to TVTC.

SECTION II

IT IS MUTUALLY AGREED:

- A. Any notice given under this Funding Agreement shall be in writing and shall be deemed given if delivered personally or mailed by registered or certified mail or commercial overnight courier, return receipt or confirmation of delivery requested, or by facsimile transmission with voice confirmation of receipt, the parties at the following addresses (or at such other address for a party as shall be specified by like notice):

If to DANVILLE:

Town of Danville
500 La Gonda Way
Danville, CA 94526
Attn. Andrew Dillard, Transportation Manager

If to AUTHORITY:

Contra Costa Transportation Authority
2999 Oak Road, Suite 100
Walnut Creek, CA 94597
Attn. Hisham Noeimi, Director, Programming

If to TVTC:

City of Dublin
100 Civic Plaza
Dublin, CA 94568
Attention: Sai Midididdi, TVTC Administrator

TOWN OF DANVILLE

Robert Storer, Mayor

ATTEST:

City Clerk

Approved as to form:

City Attorney

CONTRA COSTA TRANSPORTATION AUTHORITY

CCTA Board of Directors, Chair

ATTEST:

Tarienne Glover, Clerk of the Board

Approved as to form:

Authority Counsel

TRI-VALLEY TRANSPORTATION COUNCIL

Jean Josey, Chair

ATTEST:

TVTC Administrator

Steven Mattas, TVTC Counsel

Table 8: 2022 TVTDF Funding Plan

ID	Project	July 1st FY Balance (\$)										Total
		\$17,000,000	\$22,469,002	\$13,981,855	\$6,057,276	\$2,042,094	\$5,064,310	\$1,473,440	\$7,628,993	\$8,024,183	\$22,944,751	
		Revenue Forecast (\$)										
		\$14,577,263	\$16,331,555	\$14,584,716	\$13,862,627	\$14,130,377	\$12,945,760	\$15,598,510	\$12,953,043	\$33,769,769	\$13,979,792	\$162,733,410
		Return to Local Source - 20% (\$)										
		\$2,915,453	\$3,266,311	\$2,916,943	\$2,772,525	\$2,826,075	\$2,589,152	\$3,119,702	\$2,590,609	\$6,753,954	\$2,795,958	\$32,546,682
		Admin Fee -0.8% (\$)										
		\$116,618	\$130,652	\$116,678	\$110,901	\$113,043	\$103,566	\$124,788	\$103,624	\$270,158	\$111,838	\$1,301,867
		Revenue for TVTDF Allocation (\$)										
		\$28,545,192	\$35,403,594	\$25,532,950	\$17,036,476	\$13,233,353	\$15,317,352	\$13,827,460	\$17,887,802	\$34,769,840	\$34,016,746	\$128,884,861
Projected Disbursement - 2022 SEP Update												
	22/23	23/24	24/25	25/26	26/27	27/28	28/29	29/30	30/31	31/32	22-32 Total	
Disbursed	\$6,076,190	\$21,421,738	\$19,475,674	\$14,994,382	\$8,169,043	\$13,843,912	\$6,198,467	\$9,863,619	\$11,825,089	\$10,419,955	\$122,288,069	
Remainder	\$22,469,002	\$13,981,855	\$6,057,276	\$2,042,094	\$5,064,310	\$1,473,440	\$7,628,993	\$8,024,183	\$22,944,751	\$23,596,791	\$23,596,791	
A-2b	SR 84 / I-580 Interchange - Phase 2							\$2,000,000	\$1,500,000	\$1,650,000	\$5,150,000	
A-9a	Crow Canyon Improvements Phase 1		\$1,550,000								\$1,550,000	
A-9b	Crow Canyon Improvements Phase 2			\$1,690,000							\$1,690,000	
A-10a	Vasco Road Safety Improvements Phase 1		\$500,000	\$2,820,000							\$3,320,000	
A-10b	Vasco Road Safety Improvements Phase 2			\$2,580,000							\$2,580,000	
A-11	Express Bus/Bus Rapid Transit (BRT) - Phase 2				\$800,000						\$800,000	
B-4	I-580/Vasco Road Interchange Modification		\$5,139,000	\$3,426,000							\$8,565,000	
B-5	I-580/Greenville Rd Interchange Modification							\$5,160,000	\$3,440,000		\$8,600,000	
B-8a	Camino Tassajara/Tassajara Rd Widening Project (Contra Costa County Segment)		\$4,380,000	\$2,000,000							\$6,380,000	
B-8b	Camino Tassajara/Tassajara Rd Widening Project (Dublin Segment)		\$1,450,000								\$1,450,000	
C-2	Norris Canyon Road Safety Improvement - Segment 1	\$538,561									\$538,561	
C-3	Dublin Boulevard - North Canyons Parkway Extension		\$16,039,300								\$16,039,300	
C-6	Sunol/680 Widening	\$2,650,000									\$2,650,000	
C-7b	I-680 Express Lanes - Hwy 84 to Alcosta (Northbound)			\$3,298,382	\$5,298,382	\$5,298,382	\$7,298,382				\$21,193,529	
C-8	Santa Rita/I-580 Interchange						\$1,033,378				\$1,033,378	
C-10	Innovate 680		\$3,432,438	\$2,288,292							\$5,720,730	
C-11a	Iron Horse Trail Bicycle-Pedestrian Overcrossing – Bollinger Canyon Road	\$2,287,629									\$2,287,629	
C-11c	Iron Horse Trail – Dublin	\$600,000									\$600,000	
C-11d	Iron Horse Trail – Livemore							\$2,698,530			\$2,698,530	
C-11e	Iron Horse Trail to Shadow Cliffs									\$164,866	\$164,866	
C-13	Fallon/El Charo Interchange					\$2,070,661	\$1,380,440				\$3,451,101	
C-14	Valley Link Rail (Phase 1)						\$5,165,089	\$5,165,089	\$5,165,089	\$5,165,089	\$25,825,445	

Note: Only Projects receiving funding within SEP 10-year horizon are shown.

Quarterly Project Status Report

Project	Innovate 680 - Advanced Technology/Coordinated Adaptive Ramp Metering (CARM) (# 8009.06)
Sponsor	Contra Costa Transportation Authority
Subregion	Central and Southwest County

Scope

Strategy No. 4 of the *Innovate 680* Program is to deploy a suite of technology-based solutions to maximize the efficiency of the roadway system integrating adaptive ramp metering, integrated corridor management, incident management, and decision support systems. The *Innovate 680 - Advanced Technology* project will implement technology-based solutions to maximize efficiency of Interstate 680 (I-680) from Alcosta Boulevard interchange to Marina Vista interchange. To match potential available funding, the Northbound (NB) I-680 segment from Alcosta Boulevard to Olympic Boulevard will be constructed first.

Status

- The project is in the preliminary engineering and environmental document phase.
- Program Concept of Operations (ConOps) was approved in August 2021. The Program Implementation Plan will build from the ConOps.
- The PA/ED phase of the CARM project has been initiated. The Team continues to coordinate with Caltrans on integrating CARM and the Caltrans Ramp Metering project.

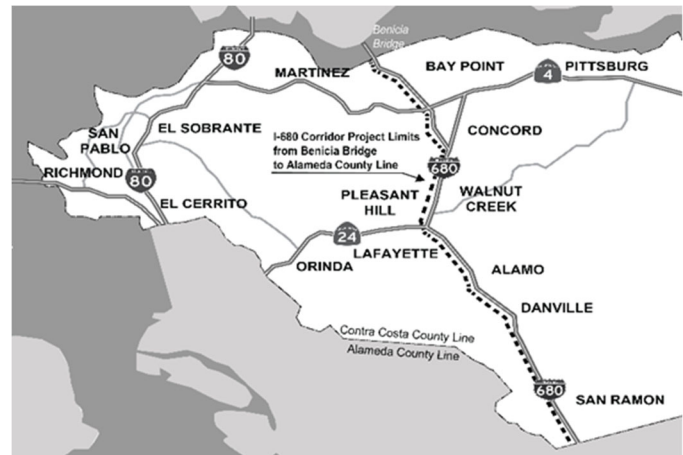
Issues/Areas of Concern

- Significant funding is needed to complete the project. Intends to seek funding for enhanced project
- Significant stakeholder buy-in is necessary for several project components, including regional and local agency support for the highway and supporting arterial road network improvements.
- Agreements to support operations and maintenance will need to be discussed and eventually executed. These discussions began as ConOps were developed and will continue to progress as coordination to support the Implementation Plan begins.
- Differences in approach between Caltrans headquarters and District 4 active traffic management procurements may lead to delivery and operational inefficiencies. A consensus process was developed and is in progress.
- Supplemental PA/ED for CARM requires extensive coordination with the Caltrans team preparing the SHOPP Ramp Metering PA/ED.

Update from Previous Quarterly Report

- The CARM project team completed Evaluation Report for the entire I-680 Corridor within the County.
- Phase 1 Project Approval and Environmental Document (PA/ED) phase has begun.
- Revised geometric design and estimate for ramps were submitted for Caltrans review and a draft System Engineering Management Plan (SEMP) is under review. Work is being closely coordinated with the Caltrans SHOPP project.
- Field topographic and biological survey work were conducted in November 2022.
- Preparation of the concept of operations for Coordinated Adaptive Traffic Signals (CATS) is ongoing and the team is conducting meetings with local cities.
- Funding application was submitted on November 29, 2022 to CTC for SB1-Local Partnership Program Competitive funds.

Location



Schedule

	Phase 1	Remaining Phases
Planning	Complete	TBD
Environmental Clearance	2021-2022	TBD
Design	2022-2024	TBD
Right-of-Way and Utilities	2022-2024	TBD
Construction	2024-2027	TBD
Post Construction	—	TBD

Estimated Cost by Phase (\$ 000s)*

	Phase 1	Remaining Phases
Project Management	\$309	—
Planning	1,094	\$1,000
Environmental Clearance	3,393	12,750
Design	2,045	17,000
Right-of-Way and Utilities	—	—
Construction Mgmt.	3,015	25,500
Construction	20,000	170,000
Operations & Maintenance**	5,721	19,279
Total	\$35,577	\$245,529

* CARM PH1 is initial phase of project that covers northbound I-680 ramps from Alcosta Boulevard to Olympic Boulevard

** O&M costs estimated at \$5M/year

Funding by Source (\$ 000s)

	Phase 1	Remaining Phases
Measure J	\$2,956	—
STIP (2022)	25,000	—
TVTD	5,721	—
TBD (shortfall)	1,900	\$245,529
Total	\$35,577	\$245,529

Project *Innovate 680 - Advanced Technology/Coordinated Adaptive Ramp Metering (CARM) (# 8009.06) – continued*

Major Project Contracts Managed by Authority

Contract No.	Amend No.	Contract Expiration	Agency/ Consultant	Description	Appropriated Amount	Billed to Date (10/31/2022)	Estimate at Completion	Percent Billed	Percent Physically Complete
90.80.03	—	12/31/2023	Caltrans	PID Oversight	\$263,000	\$175,803	\$263,000	67%	100%
527 – TO901	—	12/31/2022	DKS	CARM - Performance Analysis	\$14,988	\$12,458	\$14,988	83%	100%
529 – TO1.04, 2.4, 3.4, 4.4	—	06/30/2023	Convey Inc.	Public Engagement	\$46,918	\$28,957	\$87,000	51%	56%
530 – TO1.06, 2.06, 3.6 & 4.6	2	06/30/2023	WSP USA	Corridor/System Mgmt.	\$85,921	\$41,373	\$129,000	48%	66%
530 – TO3.8 & 4.8	—	06/30/2023	WSP USA	CARM (PAED)	\$1,306,183	\$201,534	\$3,306,000	15%	14%
530 – TO3.9	—	06/30/2023	WSP USA	CARM (PID)	\$299,804	\$264,115	\$299,804	88%	100%
530 – TO3.11	—	06/30/2023	WSP USA	CATS	\$278,000	\$15,371.73	\$278,000	6%	2%
535 – 5C TO3.8	—	06/30/2023	AMG	CARM ROW Support	\$10,000	\$703	\$10,000	1%	1%
535 – 5A TO4.6		06/30/2023	AMG	Engineering Mgmt	\$125,213	\$12,936	\$200,000	10%	9%
536 – TO3.8	—	06/30/2022	GPA Consulting	CARM (PEAR)	\$80,115	\$75,705	\$80,115	94%	100%
536 – TO3.9	—	09/30/2023	GPA Consulting	CARM (PAED)	\$187,233	\$5,950	\$187,233	3%	4%

Item 6b

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To: Tri-Valley Transportation Council
From: TVTC Finance Subcommittee, and
Technical Advisory Committee (TAC)
Date: April 17, 2023
Subject: ACCEPT Audit Report for FY 2021-2022

BACKGROUND

The Tri-Valley Transportation Council (TVTC) Joint Exercise of Powers Agreement (JEPA) requires a designated, independent certified accountant to perform an annual audit of accounts and records of the TVTC. The TVTC acquired the services of Cropper Accountancy to review the TVTC’s financial statements and prepare a FY 2021-2022 Audit.

DISCUSSION

The TVTC FY 2021-2022 Audit was initiated in December 2022, with a draft report completed in February 2023. The Auditor, Cropper Accountancy, worked with TVTC Administrative staff and member agencies to obtain documents pertaining to the collection and disbursement of Tri-Valley Transportation Development Funds (TVTDF), operating budget, and contracts. Information was provided by all TVTC member agencies. A draft audit report was presented to TVTC Finance subcommittee on March 1, 2023.

The audit determined that the accounting software utilized by TVTC’s consultant accountant does not have sufficient capabilities to prepare all government accounting reports in line with best practices and additional steps had to be taken to create those reports. The audit concluded that this deficiency in internal controls constituted a material weaknesses and recommended hiring accounting professionals with knowledge of governmental accounting principles to maintain the general ledger and prepare the financial statements on both the modified accrual and full accrual bases of accounting.

The subcommittee accepted the report and recommended forwarding to TVTC for review and approval. The subcommittee also instructed the staff to work on the following corrective actions to address the material weakness: 1) Hire an accounting firm that can provide interim support to Franklin Management (current accounting firm) to bring the FY2022/23 financials to Audit compliance 2) To release a Request for Proposal (RFP) and hire a qualified government accounting firm for future years.

Staff released an RFP as instructed by the subcommittee and the details regarding proposals received in response to that RFP are included in a separate staff report in the agenda packet.

TRI-VALLEY TRANSPORTATION COUNCIL

RECOMMENDATION

The TVTC Finance subcommittee recommends TVTC review and approve the Audit report for FY 2021-2022.

ATTACHMENT

1. Final Audit Report for FY 2021-2022



TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
ANNUAL FINANCIAL REPORT
AS OF JUNE 30, 2022 and 2021
WITH
INDEPENDENT AUDITORS' REPORTS THEREON

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
ANNUAL FINANCIAL REPORT
JUNE 30, 2022 and 2021

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INDEPENDENT AUDITORS' REPORT

Board Members
Tri-Valley Transportation Council
Dublin, California

Report on the Audit of the Financial Statements

Opinions

We have audited the accompanying financial statements of the governmental activities and the general fund of the Tri-Valley Transportation Council (the Council), as of and for the years ended June 30, 2022 and 2021, and the related notes to the financial statements, which collectively comprise the Council's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the general fund of Council, as of June 30, 2022 and 2021, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Council and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Council's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives 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 to issue an auditor's report that includes our opinions. 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 generally accepted auditing standards and *Government Auditing Standards* will always detect a material misstatement when it exists. 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, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards and Government Auditing Standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Council's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Council's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis on pages 3-4 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



CROPPER ROWE, LLP
Walnut Creek, California
March 17, 2023

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Management's Discussion and Analysis
June 30, 2022

THE PURPOSE OF THE TRI-VALLEY TRANSPORTATION COUNCIL:

In 1991, the seven jurisdictions of Alameda County, Contra Costa County, Dublin, Pleasanton, Livermore, Danville, and San Ramon signed a Joint Powers Agreement (JPA) that established the Tri-Valley Transportation Council (the "Council"). The purpose of the JPA was the joint preparation of a Tri-Valley Transportation Plan/Action Plan (Tri-Transportation Plan/Action Plan) for Routes of Regional Significance (RRS) and cost sharing of recommended improvements.

The Council adopted the Tri-Transportation Plan/Action Plan in 1995. The Tri-Transportation Plan/Action Plan was later updated in 2000, 2009, and 2014. The most recent update occurred in January 2023, prior to the issuance of these financial statements. TVTC approved the draft action plan on January 23, 2023 and recommended that the Contra Costa Transportation Authority incorporate the Action Plan into the 2023 Countywide Transportation Plan. The Plan is a mutual understanding and agreement on Tri-Valley transportation concerns and recommendations for improvements. The Plan also identifies specific regional transportation improvements for funding and implementation.

In 1998, through a Joint Exercise Powers Agreement (JEPA), the seven member agencies that comprise the Council approved the Tri-Valley Transportation Development Fee (TVTDF) program. The TVTDF is intended to allocate fair share costs for the regional improvement projects identified in the Tri-Transportation Plan/Action Plan.

In 1999, the Council adopted a Strategic Expenditure Plan (SEP) which identified priorities, project sponsors, and funding plan for 11 regional transportation projects (List A). The Council then expanded this list to add 11 new projects (List B).

In 2008, the Council adopted a TVTC Fee Nexus Study (Nexus Study). The Council completed a Validation Review of the Nexus Study in 2017. The Nexus Study summarizes the status of the 22 projects, estimates revenues from the TVTDF over a 10-year horizon, and provides a funding plan for the remaining projects. In 2021, with half of the projects on the list A and B no longer being eligible for funding as a result of projects being completed or changes to the program, TVTC reviewed and selected additional projects to be considered for funding from the TVTDF. This selection process resulted in a new list of projects to mitigate the impacts of new development based on feasibility and stakeholder support. From this process, 16 projects ("List C") were identified to be consider for receive funding from the TVTDF.

The 2021 TVTC Nexus Fee Update Study evaluated the remaining projects from List A and List B, as well as the addition of 16 projects from List C. The analysis found that these projects would reduce the congestion created by new development. The Nexus Study update also determined the new maximum fee needed to fund the improvement projects. The study was adopted on August 16, 2021.

In 2022, the Council adopted a 2022 Strategic Expenditure Plan update which estimated revenues from the TVTDF over a 10-year horizon and provides a funding plan for the priority projects identified from List A, B and C.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Management’s Discussion and Analysis
June 30, 2022

THE BASIC FINANCIAL STATEMENTS

The Basic Financial Statements comprise the *Statement of Net Position* and *Statement of Activities* for the Combined Government-wide and Fund Financial Statements. These statements present the Council’s financial activities as a whole. The *Statement of Net Position* and *Statement of Activities* include all assets and liabilities using the full accrual basis of accounting similar to the accounting model used by private sector firms.

Statement of Net Position

The *Statement of Net Position* (Basic Financial Statements, page 5) is a snapshot of the Council’s financial position at the end of the Fiscal Year (FY) 2022. The Council’s assets are all current assets, i.e. cash and receivables. The Council has no capital assets. For the year ended June 30, 2022, net position totaled \$23,155,359.

Table 1. Statement of Net Position as of June 30:

	<u>2022</u>	<u>2021</u>	<u>\$ Change</u>	<u>% Change</u>
Assets				
Cash and equivalents	\$ 22,222,134	\$ 25,562,366	\$ (3,340,232)	-13.1%
Interest receivable	36,676	20,029	16,647	83.1%
Prepaid expenses	692	584	108	18.5%
Developer fee receivables	904,803	845,282	59,521	7.0%
	<u>\$ 23,164,305</u>	<u>\$ 26,428,261</u>	<u>\$ (3,263,956)</u>	<u>-12.4%</u>
Liabilities and Net Position				
Liabilities	\$ 8,946	\$ 6,919,937	\$ (6,910,991)	-99.9%
Unrestricted Net Position	23,155,359	19,508,324	(3,647,035)	-18.7%
	<u>\$ 23,164,305</u>	<u>\$ 26,428,261</u>	<u>\$ (3,263,956)</u>	<u>-12.4%</u>

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TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Management's Discussion and Analysis
June 30, 2022

Statement of Activities

The Statement of Activities (Basic Financial Statements, page 7) presents the Council's revenue and incurred expenses for the year ended June 30, 2022. All financial activities incurred for the Council are recorded here, including operational expenses, capital project costs, depreciation and accrued liabilities, when applicable. Since revenues are dependent on new construction, the Council's financial position is generally subject to the same fluctuations as the economy.

Table 2. Statement of Activities for the Fiscal Years Ended June 30:

	<u>2022</u>	<u>2021</u>	<u>\$ Change</u>	<u>% Change</u>
General Expenses				
Transportation improvements	\$ -	\$ 6,490,000	\$(6,490,000)	-100.0%
Accounting fees	7,665	14,710	(7,045)	-47.9%
Legal fees	41,787	12,229	29,558	241.7%
Nexus study	126,155	144,957	(18,802)	13.0%
Administrative	32,182	28,203	3,979	14.1%
Refund of fees	3,788	410,018	(406,230)	-99.1%
Total General Expenses	<u>211,577</u>	<u>7,100,117</u>	<u>(6,888,540)</u>	<u>-97.0%</u>
General Revenues				
Interest income	73,988	129,530	(55,542)	-42.9%
Development fees				
Alameda County	12,123	11,563	560	4.8%
Town of Danville	12,137	130,615	(118,478)	-90.7%
City of Dublin	2,359,601	1,153,649	1,205,952	104.5%
City of Livermore	202,641	595,755	(393,114)	-66.0%
City of Pleasanton	868,575	154,698	713,877	461.5%
City of San Ramon	305,408	174,231	131,177	75.3%
Contra Costa County	24,139	646,933	(622,794)	-96.3%
Total General Revenues	<u>3,858,612</u>	<u>2,996,974</u>	<u>861,638</u>	<u>28.8%</u>
Change in Net Position	<u>3,647,035</u>	<u>(4,103,143)</u>	<u>7,750,178</u>	<u>-188.9%</u>
Beginning Net Position, as previously stated	19,508,324	23,572,147	(4,063,823)	-17.2%
Prior period adjustment	-	39,320	(39,320)	-100.0%
Beginning Net Position, as restated	<u>19,508,324</u>	<u>23,611,467</u>	<u>(4,103,143)</u>	<u>-17.4%</u>
Ending Net Position	<u>\$23,155,359</u>	<u>\$19,508,324</u>	<u>\$ 3,647,035</u>	<u>18.7%</u>

CONTACTING THE COUNCIL'S FINANCIAL MANAGEMENT

This Management's Discussion and Analysis is intended to provide the reader with a narrative overview of the Council's financial statements for the year ended June 30, 2022. Questions concerning any information provided in this report or requests for additional financial information should be directed to:

Tri-Valley Transportation Council
Sai Midididdi, TVTC Administrator
City of Dublin
100 Civic Plaza
Dublin, CA 94568

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
 Combined Government-Wide and Fund Financial Statements
 Statement of Net Position and Governmental Funds Balance Sheet
 June 30, 2022

	<u>ASSETS</u>		<u>Statement of Net Position</u>
	<u>General Fund</u>	<u>Adjustments (Note 2)</u>	
Cash and cash equivalents (Note 3)	\$ 22,222,134	\$ -	\$ 22,222,134
Interest receivable	36,595	81	36,676
Prepaid expenses	692	-	692
Development fees receivable (Note 1E)	<u>235,612</u>	<u>669,191</u>	<u>904,803</u>
 Total Assets	 <u>\$ 22,495,033</u>	 <u>\$ 669,272</u>	 <u>\$ 23,164,305</u>

LIABILITIES AND NET POSITION

Accounts payable	\$ 8,946	\$ -	\$ 8,946
 Total Liabilities	 <u>8,946</u>	 <u>-</u>	 <u>8,946</u>
 Fund Balance/Net Position (Note 4)			
Committed Fund Balance	-	-	-
Assigned/Unrestricted	<u>22,486,087</u>	<u>669,272</u>	<u>23,155,359</u>
Total Fund Balance/Net Position	<u>22,486,087</u>	<u>669,272</u>	<u>23,155,359</u>
Total Liabilities and Fund Balance/Net Position	<u>\$ 22,495,033</u>	<u>\$ 669,272</u>	<u>\$ 23,164,305</u>

The accompanying notes are an integral part of these financial statements.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
 Combined Government-Wide and Fund Financial Statements
 Statement of Net Position and Governmental Funds Balance Sheet
 June 30, 2021

	<u>ASSETS</u>		
	<u>General Fund</u>	<u>Adjustments (Note 2)</u>	<u>Statement of Net Position</u>
Cash and cash equivalents (Note 3)	\$ 25,562,366	\$ -	\$ 25,562,366
Interest receivable	20,027	2	20,029
Prepaid expenses	584	-	584
Development fees receivable (Note 1E)	<u>773,404</u>	<u>71,878</u>	<u>845,282</u>
 Total Assets	 <u>\$ 26,356,381</u>	 <u>\$ 71,880</u>	 <u>\$ 26,428,261</u>

LIABILITIES AND NET POSITION

Accounts payable	\$ <u>6,919,937</u>	\$ -	\$ <u>6,919,937</u>
 Total Liabilities	 <u>6,919,937</u>	 <u>-</u>	 <u>6,919,937</u>
 Fund Balance/Net Position (Note 4)			
Committed Fund Balance	-	-	-
Assigned/Unrestricted	<u>19,436,444</u>	<u>71,880</u>	<u>19,508,324</u>
Total Fund Balance/Net Position	<u>19,436,444</u>	<u>71,880</u>	<u>19,508,324</u>
Total Liabilities and Fund Balance/Net Position	<u>\$ 26,356,381</u>	<u>\$ 71,880</u>	<u>\$ 26,428,261</u>

The accompanying notes are an integral part of these financial statements.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
 Combined Government-Wide and Fund Financial Statements
 Statement of Activities and
 Governmental Fund Statement of Revenues, Expenditures, and Changes in Fund Balance
 For the Year Ended June 30, 2022

	<u>General Fund</u>	<u>Adjustments (Note 2)</u>	<u>Statement of Activities</u>
General Expenditures/Expenses			
Accounting fees	\$ 7,665	\$ -	\$ 7,665
Legal fees	41,787	-	41,787
Nexus study	126,155	-	126,155
Administrative	32,182	-	32,182
Refund of development fees	<u>3,788</u>	<u>-</u>	<u>3,788</u>
Total General Expenditures/Expenses	<u>211,577</u>	<u>-</u>	<u>211,577</u>
General Revenues:			
Interest income from:			
LAIF	72,904	-	72,904
Member agencies	<u>1,084</u>	<u>-</u>	<u>1,084</u>
	<u>73,988</u>	<u>-</u>	<u>73,988</u>
Development fees:			
Alameda County	23,050	(10,927)	12,123
Town of Danville	56,595	(44,458)	12,137
City of Dublin	2,014,286	345,315	2,359,601
City of Livermore	202,641	-	202,641
City of Pleasanton	561,113	307,462	868,575
City of San Ramon	305,408	-	305,408
Contra Costa County	<u>24,139</u>	<u>-</u>	<u>24,139</u>
Total development fees	<u>3,187,232</u>	<u>597,392</u>	<u>3,784,624</u>
Total General Revenues	<u>3,261,220</u>	<u>597,392</u>	<u>3,858,612</u>
Change in fund balance/net position	<u>3,049,643</u>	<u>597,392</u>	<u>3,647,035</u>
Fund Balance/Net Position July 1, 2021	<u>19,436,444</u>	<u>71,880</u>	<u>19,508,324</u>
Fund Balance/Net Position June 30, 2022	<u>\$ 22,486,087</u>	<u>\$ 669,272</u>	<u>\$ 23,155,359</u>

The accompanying notes are an integral part of these financial statements.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
 Combined Government-Wide and Fund Financial Statements
 Statement of Activities and
 Governmental Fund Statement of Revenues, Expenditures, and Changes in Fund Balance
 For the Year Ended June 30, 2021

	<u>General Fund</u>	<u>Adjustments (Note 2)</u>	<u>Statement of Activities</u>
General Expenditures/Expenses			
Transportation improvements (Note 5)	\$ 6,490,000	\$ -	\$ 6,490,000
Accounting fees	14,710	-	14,710
Legal fees	12,229	-	12,229
Nexus study	144,957	-	144,957
Administrative	28,203	-	28,203
Refunds of development fees	<u>410,018</u>	<u>-</u>	<u>410,018</u>
Total General Expenditures/Expenses	<u>7,100,117</u>	<u>-</u>	<u>7,100,117</u>
General Revenues:			
Interest income from:			
LAIF	128,859	-	128,859
Member agencies	<u>669</u>	<u>2</u>	<u>671</u>
	<u>129,528</u>	<u>2</u>	<u>129,530</u>
Development fees:			
Alameda County	-	11,563	11,563
Town of Danville	74,020	56,595	130,615
City of Dublin	1,153,649	-	1,153,649
City of Livermore	595,755	-	595,755
City of Pleasanton	154,698	-	154,698
City of San Ramon	181,316	(7,085)	174,231
Contra Costa County	<u>646,933</u>	<u>-</u>	<u>646,933</u>
Total development fees	<u>2,806,371</u>	<u>61,073</u>	<u>2,867,444</u>
Total General Revenues	<u>2,935,899</u>	<u>61,075</u>	<u>2,996,974</u>
Change in fund balance/net position	<u>(4,164,218)</u>	<u>61,075</u>	<u>(4,103,143)</u>
Fund Balance/Net Position July 1, 2020, as previously stated	23,568,427	3,720	23,572,147
Prior period adjustment	<u>32,235</u>	<u>7,085</u>	<u>39,320</u>
Fund Balance/Net Position July 1, 2020, as restated	<u>23,600,662</u>	<u>10,805</u>	<u>23,611,467</u>
Fund Balance/Net Position June 30, 2021	<u>\$ 19,436,444</u>	<u>\$ 71,880</u>	<u>\$ 19,508,324</u>

The accompanying notes are an integral part of these financial statements.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2022 and 2021

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

The Tri-Valley Transportation Council (the “Council”) is a joint powers authority (JPA) organized by the Counties of Alameda and Contra Costa, the Town of Danville, and the Cities of Dublin, Livermore, Pleasanton, and San Ramon. The Council’s administrative responsibilities rotate between jurisdictions every two years. The City of San Ramon was the administrator for fiscal years 2020/21 and 2021/22. The City of Dublin is the administrator for the fiscal years 2022/23 through 2023/24. The Council was created to administer development fees for the planning and implementation of sub-regional transportation facilities. This fee was adopted by the seven jurisdictions pursuant to Government Code 6502, and is paid to each of the member agencies by project developers. There are no separate legal entities that are a part of the Council’s reporting entity.

The Council applies all applicable Governmental Accounting Standards Board (GASB) pronouncements for certain accounting and financial reporting guidance. In December of 2010, GASB issued GASBS No. 62, Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements. This statement incorporates pronouncements issued on or before November 30, 1989 into GASB authoritative literature. This includes pronouncements by the Financial Accounting Standards Board (FASB), Accounting Principles Board Opinions (APB), and the Accounting Research Bulletins of the American Institute of Certified Public Accountants’ (AICPA) Committee on Accounting Procedure, unless those pronouncements conflict with or contradict with GASB pronouncements.

B. Basis of Presentation

Government-wide Financial Statements:

The Statement of Net Position and Statement of Activities display information about the reporting government as a whole. They include all funds of the reporting entity except for fiduciary funds. Governmental activities generally are financed through taxes, intergovernmental revenues, and other nonexchange revenues. The Council has one governmental activity as described below:

Governmental Funds

General Fund – The General Fund is the general operating fund of the Council and is always classified as a major fund. It is used to account for all activities except those legally or administratively required to be accounted for in other funds.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2022 and 2021

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fund Financial Statements:

Fund financial statements of the reporting entity are organized into funds, each of which is considered to be separate accounting entities. Each fund is accounted for by providing a separate set of self-balancing accounts that constitute its assets, liabilities, fund balance, revenues, and expenditures. Funds are organized into three major categories: governmental, proprietary, and fiduciary. An emphasis is placed on major funds within the governmental and proprietary categories. A fund is considered major if it is the primary operating fund of the Council or meets the following criteria:

1. Total assets, liabilities, revenues or expenditures/expenses of that individual governmental or enterprise fund are at least 10 percent of the corresponding total for all funds of that *category or type*; and
2. Total assets, liabilities, revenues, or expenditures/expenses of the individual governmental fund or enterprise fund are at least 5 percent of the corresponding total for all governmental and enterprise funds combined.

C. Measurement Focus and Basis of Accounting

Measurement focus is a term used to describe “which” transactions are recorded within the various financial statements. Basis of accounting refers to “when” revenues and expenditures or expenses are recognized in the accounts and reported in the financial statements regardless of the measurement focus applied.

Measurement Focus

On the government-wide Statement of Net Position and the Statement of Activities, governmental activities are presented using the *economic resources* measurement focus. The accounting objective of this measurement focus is the determination of operating income, changes in net position (or cost recovery) and financial position. All assets and all liabilities (whether current or noncurrent) associated with the operation of these funds are reported.

In the fund financial statements, the *current financial resources* measurement focus is used for all Governmental Funds; with this measurement focus, only current assets and current liabilities generally are included on their balance sheets. Their operating statements present sources and uses of available spendable financial resources during a given period. These funds use fund balance as their measure of available spendable financial resources at the end of the period.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2022 and 2021

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of Accounting

In the government-wide Statement of Net Position and Statement of Activities, governmental activities are presented using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred, or economic asset used. Revenues, expenses, gains, losses, assets and liabilities resulting from exchange and exchange-like transactions are recognized when the exchange takes place.

In the fund financial statements, governmental funds are presented on the modified accrual basis of accounting. Under this modified accrual basis of accounting, revenues are recognized when *measurable and available*. Measurable means knowing or being able to reasonably estimate the amount. Available means collectible within the current period or soon enough thereafter to pay current liabilities. The Council defines available to be within 60 days of year-end.

D. Cash and Investments

The Council does not commingle its cash and investments with the JPA members. The funds are invested in accordance with the State Investment Policy established pursuant to the State Law. All monies not required for immediate expenditure are invested or deposited to earn maximum yield consistent with safety and liquidity.

Investments are carried at fair value, which is based on quoted market price if applicable. Otherwise, the fair value hierarchy is as follows:

Level 1 – Values are unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 – Inputs, other than quoted prices, included within Level 1 that are observable for the asset or liabilities at the measurement date.

Level 3 – Certain inputs are unobservable inputs (supported by little or no market activity, such as the Council’s best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date).

The Council invests in the California Local Agency Investment Fund (LAIF), which is part of the Pooled Money Investment Account operated by the California State Treasurer. LAIF funds are invested in high quality money market securities and are managed to insure the safety of the portfolio. A portion of LAIF’s investments are in structured notes and asset-backed securities.

LAIF determines fair value on its investment portfolio based on market quotations for these securities where market quotations are readily available, and on amortized cost or best estimate for those securities where market value is not readily available.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2022 and 2021

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

E. Receivables

Receivables recorded in the financial statements are net of any allowance for doubtful accounts. Any doubtful accounts at June 30, 2022 and 2021 were not considered material.

F. Revenue Recognition - Development Fees

Development fees are assessed according to a set fee schedule for new construction. The fees collected under the Council from new construction will be used to mitigate the increased traffic congestion.

G. Budget Comparison

Under GASB No. 34, budgetary comparison information is required to be presented for the general fund and each major special revenue fund with a legally adopted budget. The Council is not legally required to adopt a budget for the general fund. Therefore, budget comparison information is not included in the Council's financial statements.

H. Equity Classifications

Government-wide Statements

Net position is the excess of all the Council's assets over all its liabilities, regardless of fund. Net position is divided into three categories under GASB Statement 34. These categories apply only to net position, which is determined at the Government-wide level, and are described below:

1. Invested in capital assets, net of related debt - Consists of capital assets including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.
2. Restricted net position - Consists of net position with constraints placed on the use either by (1) external groups such as creditors, grantors, contributors, or laws or regulations of other governments; or (2) law through constitutional provisions or enabling legislation.
3. Unrestricted net position - All other components of net position that do not meet the definition of "restricted" or "invested in capital assets, net of related debt."

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2022 and 2021

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fund Statements

The governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the Council is bound to honor constraints on the specific purposes for which amounts in the respective governmental funds can be spent. The classifications used in the governmental fund financial statements are as follows:

1. Nonspendable - Amounts that cannot be spent because they are either (a) not in spendable form or (b) legally or contractually required to be maintained intact.
2. Restricted - Amounts that are restricted for specific purposes when constraints placed on the use of resources are either (a) externally imposed by creditors, grantors, contributors, laws, or regulations of other governments or (b) imposed by law through constitutional provisions or enabling legislation.
3. Committed - Amounts that can only be used for specific purposes pursuant to constraints imposed by formal action of the government's highest level of decision-making authority.
4. Assigned - Amounts that are constrained by the government's intent to be used for specific purposes, but are neither restricted or committed.
5. Unassigned - Amounts that do not meet classifications 1 – 4 above.

Further detail about the Council's fund balance classification is described in Note 4.

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TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2022 and 2021

NOTE 2. ADJUSTMENTS FROM FUND BASIS TO GOVERNMENT-WIDE BASIS

The following is a summary of adjustments to the financial statements to comply with GASB 34.

	<u>2022</u>	<u>2021</u>
Development fees receivable		
Fund basis	\$ 235,612	\$ 773,404
Adjustment	669,191	71,878
Government-wide basis	<u>\$ 904,803</u>	<u>\$ 845,282</u>
Interest receivable		
Fund basis	\$ 36,595	\$ 20,027
Adjustment	81	2
Government-wide basis	<u>\$ 36,676</u>	<u>\$ 20,029</u>
Development fee revenue		
Fund basis	\$ 3,187,232	\$ 2,806,371
Adjustment	597,392	61,073
Government-wide basis	<u>\$ 3,784,624</u>	<u>\$ 2,867,444</u>
Interest income		
Fund basis	\$ 73,988	\$ 129,528
Adjustment	-	2
Government-wide basis	<u>\$ 73,988</u>	<u>\$ 129,530</u>

NOTE 3. CASH AND INVESTMENTS

The cash and investments of the Council are maintained separately from with the funds of the JPA members. The Council considers cash and investment amounts with original maturities of three months or less to be cash equivalents.

Cash and Investments consisted of the following at June 30:

	<u>2022</u>	<u>2021</u>
Cash in banks	\$ 1,137,583	\$ 1,034,151
Local Agency Investment Fund	21,084,551	24,528,215
Total cash and investments	<u>\$ 22,222,134</u>	<u>\$ 25,562,366</u>

Investments Authorized by the Council's Investment Policy

The Council is authorized to invest in obligations of the U.S. Treasury, agencies, commercial paper with certain minimum ratings, certificates of deposit, bankers' acceptances, repurchase agreements and the State Treasurer's Investment pool ("LAIF").

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2022 and 2021

NOTE 3. CASH AND INVESTMENTS (continued)

Deposits/Credit Risk

The California Government Code requires California banks and savings and loan associations to secure Public Agencies' deposits by pledging government securities as collateral. The market value of pledged securities must equal at least 110% of deposits. California law also allows financial institutions to secure such deposits by pledging first trust deed mortgage notes having a value of 150% of the total deposits. The first \$250,000 of each institution's deposits are covered by FDIC insurance. The Council's cash is held at one financial institution.

Disclosures Relating to Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization.

Custodial Credit Risk

Custodial credit risk for *deposits* is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The California Government Code and the Council's investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits, other than the following provision for deposits: The California Government Code requires that a financial institution secure deposits made by state or local governmental units by pledging securities in an undivided collateral pool held by a depository regulated under state law (unless so waived by the governmental unit). The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies.

Custodial Credit Risk (continued)

Custodial credit risk for *investments* is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover its deposits or will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The California Government Code and the Council's investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for investments. With respect to investments, custodial credit risk generally applies only to direct investments in marketable securities. Custodial credit risk does not apply to a local government's indirect investment in securities through the use of mutual funds or government investment pools.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2022 and 2021

NOTE 3. CASH AND INVESTMENTS (continued)

Investment Fair Value

The Council is a voluntary participant in the Local Agency Investment Fund (LAIF) that is regulated by California Government Code under the oversight of the Treasurer of the State of California. The fair value of the Council's investment in this pool is reported in the accompanying financial statements at amounts based upon the Council's pro-rata share of the fair value provided by LAIF for the entire LAIF portfolio (in relation to the amortized cost of that portfolio). The balance available for withdrawal is based on the accounting records maintained by LAIF, which are recorded on an amortized cost basis.

NOTE 4: FUND BALANCE

The Council has implemented GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*. This Statement provides more clearly defined fund balance categories to make the nature and extent of the constraints placed on a government's fund balances more transparent.

The Tri-Valley Transportation Council have established the following fund balance policies:

- **Assigned Fund Balance:** The Council exists to fund Tri-Valley transportation projects, therefore, all amounts not committed in the fund balance at year-end are assigned for this purpose.
- **Committed Fund Balance:** Amounts that have been designated for payment by the Council prior to year-end.

The accounting policies of the Council consider restricted fund balance to have been spent first when an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available. Similarly, when an expenditure is incurred for purposes for which amounts in any of the unrestricted classifications of fund balance could be used, the Council considers committed amounts to be reduced first, followed by assigned amounts, and finally, unassigned amounts.

TRI-VALLEY TRANSPORTATION COUNCIL
(A JOINT POWERS AUTHORITY)
Notes to the Financial Statements
June 30, 2022 and 2021

NOTE 5: TRANSPORTATION IMPROVEMENT PROJECTS

During the fiscal years ended June 30, 2022 and 2021, \$0 and \$6,490,000 were expensed relating to transportation improvement projects.

Monies are disbursed only after it is determined that sufficient funds are available in the joint Tri-Valley Transportation Development Fund bank account.

NOTE 6: SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date of the audit opinion, which is the date on which the financial statements were available to be issued. No events that would require additional adjustment or disclosure came to the attention of management.

**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE
AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

The Board Members
Tri-Valley Transportation Council
San Ramon, California

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities of the Tri-Valley Transportation Council (the "Council") as of and for the years ended June 30, 2022 and 2021, and the related notes to the financial statements, which collectively comprise the Council's basic financial statements, and have issued our report thereon dated March 17, 2023.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Council's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Council's internal control. Accordingly, we do not express an opinion on the effectiveness of the Council's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over financial reporting was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control over financial reporting that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that have not been identified. Given these limitations, during our audit we did identify the following deficiencies in internal control that we consider to be material weaknesses:

- Preparing financial statements in accordance with generally accepted accounting principles (GAAP) for governmental entities requires the preparer to possess adequate knowledge of the accounting principles affecting the organization. Such knowledge includes an understanding of the requirements related to relevant note disclosures, an awareness of accounting changes taking place in the industry in which the organization operates, and the ability to research unusual accounting transactions or situations encountered.

In larger organizations, accounting personnel who lack this knowledge obtain it through advanced accounting courses or continuing education. However, many smaller organizations, such as the Council, do not employ accounting personnel with the education and experience to prepare full disclosure financial statements in accordance with GAAP. The Council uses a third-party accounting firm to maintain the general ledger. This Company uses QuickBooks as its accounting software. QuickBooks is a good software for entities with a single business-type fund on a cash basis but is not ideal for governmental fund accounting. Additionally, QuickBooks does not have a module to convert those governmental funds, which are presented on a modified accrual basis of accounting, to the full accrual basis presentation. Therefore, our firm assists your personnel in the preparation of the District's financial statements, including the conversion, which reduces auditor independence. Because the District is unable to prepare such statements without our assistance, there is a material weakness in the District's internal control over financial reporting.

The Council may consider centralizing the bookkeeping with one of the member agencies, which is a process other local joint powers authorities have opted to do. Should none of the member agencies have sufficient staffing to perform this duty, the Council should hire accounting professionals with a knowledge of governmental accounting principles to maintain the general ledger and prepare the financial statements on both the modified accrual and full accrual bases of accounting.

We did not identify any deficiencies in internal control that we consider to be significant deficiencies.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Council's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Tri-Valley Transportation Council's Response to Findings

Management's response to the findings identified in our audit was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



CROPPER ROWE, LLP
Walnut Creek, California
March 17, 2023

Item 6c

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To: TVTC Board

From: TVTC Finance Subcommittee, and
Technical Advisory Committee

Date: April 17, 2023

Subject: REVIEW and ADOPT the Revised FY 2022-2023
and the Proposed FY 2023-2024 Administrative Budget

BACKGROUND

The TVTC Joint Exercise of Powers Agreement (JEPA) requires the TVTC prepare and adopt an operating budget (Section 5.b.iii.). The TVTC Administrator shall prepare the budget with input from the Treasurer and the TVTC Finance Subcommittee for review and approval by the Council.

TVTC's Bylaws require TVTC to adopt an annual budget prior to July 1st each year for administrative costs. The annual budget includes costs for for stipends, administration, general counsel, accounting, treasurer, auditor, and insurance. The Bylaws also state TVTC may revise the budget from time to time within a fiscal year to account for additional costs. The adoption of the annual administrative budget, or any revisions requires a vote of a supermajority of five.

In January 2018, the TVTC adopted an Administrative Expenses policy to ensure sufficient annual funding for administrative and non-project specific expenses. Pursuant to this policy, the TVTC shall:

1. Create and adopt an annual administrative budget per the TVTC Bylaws based on anticipated need, not based on a specific percentage of anticipated or actual Tri-Valley Transportation Development Fee (TVTDF) revenue.
2. The annual administrative budget shall identify the percentage of anticipated TVTDF funds allocated to administrative expenses.
3. The annual administrative budget shall report the final dollar amount of administrative expenditures budgeted and spent in the prior fiscal year.
4. The annual administrative budget shall include expenses for special studies and efforts. This allows the TVTC to allocate funds to non-project specific administrative expenses on an annual basis, as necessary to carry out the purpose for which the fee was collected.
5. Subsequent Strategic Expenditure Plans and Nexus Studies shall calculate and set-aside an average 1% of anticipated impact fee revenue as a relative guide to reserve funds for administrative

expenses. The administrative budget is not required to be at or less than the 1% set-aside.

DISCUSSION

Revised FY 2022 - 2023 Mid-Year Additional Administration Expenses (\$17,000) (Exhibit A)

On April 18, 2022, TVTC Board approved FY 2022-2023 annual operating budget of \$60,200. Staff is requesting an additional budget of \$17,000 to cover the unanticipated costs resulting from additional consultation beyond what was originally anticipated for accounting, audit, and legal services. This was due, in part, to the “material weakness” identified in the 2021/2022 audit reports and the associated corrective actions, including the preparation and issuance of a RFP for a new accountant. The additional FY 2022-2023 mid-year administrative budget includes the following expenses:

1. Accounting Services (\$5,000)
2. Audit Services (\$2,000)
3. Legal Services (\$10,000)

The subcommittee recommends approving the additional mid-year budget for FY 2022-2023.

FY 2023-2024 Administrative Expenses (\$71,200)

The proposed TVTC FY 2023-2024 Administrative Budget is \$71,200 (Exhibit A). The proposed Administrative Budget includes the following expenses:

1. TVTC Administrator
2. Accounting Services
3. Audit Services
4. Legal Services
5. Treasurer Oversight
6. Insurance
7. Banking/Service Charges
8. Website Hosting and Maintenance
9. Board Member Stipends

FY 2023-2024 Special Studies and Efforts- Non-Project Specific Administrative Expenses (\$5,000)

1. Development Fee manual and Amendment to Strategic Expenditure Plan 2022 (\$5,000)

The additional budget will allow staff to work with Kimley-Horn and associates to finalize the draft Development Fee Manual. Additionally, the staff has identified that Project B-1 I-580/I-680 Interchange Improvements (Westbound to Southbound) which was allotted funds in the 2017 Strategic Expenditure Plan (SEP) has not been carried forward in the recently updated 2022 SEP. The One Million (\$1,000,000) dollar funds assigned to Project B-1 were identified in the SEP as being disbursed, but such disbursement has not occurred. Based on the initial evaluation, staff considers this change as a minor amendment. As such staff would like to contract Kimley-Horn and associates, the firm responsible for updating the SEP to assess, amend and update the required documents in the 2022 SEP.

The Finance Subcommittee reviewed the revised FY 2022-2023 Additional Administrative Budget and the proposed FY 2023-2024 Administrative Budget on April 6, 2023, and recommends the TVTC Board approve both the budgets. All expenses will be reviewed and can be adjusted, if necessary, throughout the year as permitted by the Bylaws.

RECOMMENDATION

The TVTC Finance Subcommittee recommends the TVTC adopt Resolution 2023-06 approving the TVTC FY 2022-2023 additional Administrative Budget and 2023-2024 Administrative Budget.

ATTACHMENTS:

1. Resolution 2023-06: A Resolution Adopting the Tri-Valley Transportation Council Revised FY 2022-2023 and Proposed FY 2023-2024 Administrative Operating Budgets
 - Exhibit A to Resolution: Revised FY 2022-2023 and Proposed FY 2023-2024 Administrative Operating Budgets

**TRI-VALLEY TRANSPORTATION COUNCIL
RESOLUTION NO. 2023-06**

**A RESOLUTION ADOPTING THE TRI-VALLEY TRANSPORTATION COUNCIL
REVISED FY 2022-2023 AND PROPOSED FY 2023-2024 ADMINISTRATIVE OPERATING
BUDGETS**

WHEREAS, on October 18, 2013 the Tri-Valley Transportation Council (“TVTC”), consisting of the County of Alameda, the County of Contra Costa, the Town of Danville, the City of Dublin, the City of Livermore, the City of Pleasanton, and the City of San Ramon, entered into a Joint Exercise of Powers Agreement (“JEPA”) effectively establishing TVTC as a separate public entity duly organized and existing under the Constitution and other laws of the State of California; and

WHEREAS, the JEPA establishes: 1) a framework for TVTC to enact a development fee necessary for implementation of transportation improvements; 2) funding goals for transportation improvements; 3) mechanisms for collecting, managing and disbursing development fees for implementation of transportation improvements; and 4) facilitation of cooperative regional planning efforts through adoption and implementation of regional transportation action plans, the Strategic Expenditure Plan and fee program; and

WHEREAS, the JEPA under section 5(b)(iii) authorizes TVTC to prepare and adopt a budget for TVTC’s administrative functions; and

WHEREAS, the annual budget includes costs for ongoing administrative functions, including administrative staff support, accounting services, audit services, legal services, treasurer oversight, insurance, website services, and banking services; and

WHEREAS, on April 18, 2022, TVTC Board approved the FY 2022-2023 budget of \$60,200; and

WHEREAS staff reviewed and identified the need for an additional budget of \$17,000, to cover additional anticipated costs in FY 22-23; and

WHEREAS, staff prepared the FY 2023-2024 budget, which includes \$71,200 for administrative costs and \$5,000 for special studies; and

WHEREAS, the TVTC Finance Subcommittee reviewed the revised FY 22-23 budget and the proposed FY 23-24 budget and recommend that the Board approve the budgets.

NOW THEREFORE BE IT RESOLVED THAT: TVTC adopts the revised FY 2022-2023 budget and the FY 2023-2024 budget. as recommended by the TVTC Financial Subcommittee, attached hereto and incorporated herein as Exhibit A

PASSED, APPROVED AND ADOPTED at the meeting of April 17, 2023 by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

Jean Josey, Chair
Tri-Valley Transportation Council

ATTEST:

Sai Midididdi, TVTC Administrative Staff

Exhibit A to TVTC Resolution 2023-06 (Attachment 1)

TVTC's Revised FY 2022-2023 Budget + FY 2023-2024 Proposed Budget

Date: 4/13/2023

Expenses / Description	FY 2022-2023 Budget, approved as of April 18, 2022	FY 2022-2023 Remaining Budget as of April 1, 2023	FY 2022-2023 Operational Budget Mid Year Request	Revised Total FY 2022-2023 Budget	FY 2023-2024 Projected Budget
TVTC Administrator (a)	\$20,000	\$0		\$20,000	\$20,000
Accounting Services (b)	\$6,000	\$1,050	\$5,000	\$11,000	\$15,000
Audit Services (c)	\$4,000	(\$2,000)	\$2,000	\$6,000	\$6,000
Legal Services (d)	\$16,000	(\$4,960)	\$10,000	\$26,000	\$16,000
Treasurer Oversight (e)	\$1,200	\$1,200		\$1,200	\$1,200
Insurance (f)	\$6,000	\$3,379		\$6,000	\$6,000
Basecamp (San Ramon) (g)	\$0	\$0		\$0	\$0
Banking/Service Charges (h)	\$500	\$410		\$500	\$500
Website Monthly/Annual Maintenance (i)	\$1,500	\$76		\$1,500	\$1,500
Board Member Stipends (j)	\$5,000	\$900		\$5,000	\$5,000
Operating Budget Expenses Subtotal	\$60,200	\$55	\$17,000	\$77,200	\$71,200
Special Studies and Efforts (Non-Project Specific Admin Expenses)					
Development Fee Manual + Amendment to SEP (k)					\$5,000
GRAND TOTAL EXPENSES	\$60,200	\$55	\$17,000	\$77,200	\$76,200

Notes:

(a) TVTC Administration Annual Stipend (FY 22-23 and FY 23-24 City of Dublin)

(b) Franklin Management + Transition Service (by Maze and Associates if Board approves)

(c) Annual Audit/Cropper Accountancy

(d) General Counsel/Meyers Nave current shortfall+ additional meetings needed for Action Plan, Negotiations related to Conflict of Interest Code, Development Fee Manual, Accounting RFP Process, and Audit report support

(e) Treasurer/Danville staff

(f) General Liability+Crime Insurance/Alliant

(g) TVTC's webased project management collaboration tool (discontinue in FY 22/23)

(h) Mechanics Bank

(i) Tech Support and annual domain renewal/Planeteria Media

(j) Board member stipends for board and sub-committee meetings

(k) Wrapping up Development Fee Manual + SEP 2022 Amendment

Item 6d

To: TVTC Board
From: TVTC Administrator and Treasurer
Date: April 17, 2023

Jean Josey
TVTC Chair
Councilmember
Dublin
(925) 833-2530

Newell Arnerich
TVTC Vice Chair
Councilmember
Town of Danville
(510) 366-0716

David Haubert
Supervisor District 1
Alameda County
(925) 551-6995

Candace Andersen
Supervisor District 2
Contra Costa
(925) 957-8860

Brittni Kiick
Vice Mayor
City of Livermore
(925) 960-4019

Julie Testa
Councilmember
City of Pleasanton
(925) 931-5001

Scott Perkins
Councilmember
San Ramon
(925) 973-2544

Subject: APPROVE the Bookkeeping and Accounting Services Contract between TVTC and Maze and Associates.

BACKGROUND

TVTC Audit report for FY 2021-2022 determined that the accounting software utilized by TVTC's consultant accountant does not have sufficient capabilities to prepare all government accounting reports in line with best practices and additional steps had to be taken to create those reports. The audit concluded that this deficiency in internal controls constituted a material weakness and recommended hiring accounting professionals with knowledge of governmental accounting principles to maintain the general ledger and prepare the financial statements on both the modified accrual and full accrual bases of accounting.

The audit report was presented to Finance subcommittee on March 1, 2023. Per the recommendation of the Subcommittee, Staff undertook the following corrective actions: 1) identifying an accounting firm to provide interim support to Franklin Management (current accounting firm) to bring the FY 2022-2023 financials to Audit compliance; and 2) release a Request For Proposal (RFP) for a qualified government accounting firm for future years.

DISCUSSION

As recommended by the Finance subcommittee, staff released an RFP for professional bookkeeping and accounting services for TVTC on March 13th, 2023. Staff also released an Amendment to the RFP on March 28th, 2023, which added an optional task for TVTC to utilize the selected accounting firm for interim transition accounting assistance for FY 2022-2023. The deadline to receive the proposals was March 31st, 2023. The RFP sought accounting firms that could meet the requirements identified in the Audit Report and perform all necessary tasks expected of a qualified governmental accountant. Staff received proposals from the following four firms: Maze and Associates, Regional Government Services (RGS), Eide Bailly LLP, and The Pun Group. Below is the table that presents the RFP results.

Name of the Firm	FY 2023-24	FY 2024-25	Transition Services	Year 1 Extension	Year 2 Extension
Maze and Associates	\$ 11,035	\$ 11,587	\$ 2,697	\$ 12,166	\$ 12,774
RGS	\$12,850	\$ 12,850	\$ 400	\$ 13,860	\$ 14,553
Eide Bailly LLP	\$ 26,500	\$ 26,500	\$ 6,000	\$ 28,000	\$ 28,000
The PUN Group	\$ 150,000	\$ 120,000		\$ 123,500	\$ 127,000

Staff has reviewed the proposals and determined that Maze and Associates had extensive governmental experience similar to TVTC requirements listed in the RFP.

RECOMMENDATION

Adopt the Resolution 2023-07 Awarding a Professional Services Agreement for Bookkeeping and Accounting Services to TVTC and Maze and Associates and Approving the Form of the Agreement.

ATTACHMENTS

1. TVTC Resolution 2023-07
2. Proposal from Maze and Associates.

TRI-VALLEY TRANSPORTATION COUNCIL

TRI-VALLEY TRANSPORTATION COUNCIL RESOLUTION NO. 2023-07

A RESOLUTION AWARDING A PROFESSIONAL SERVICES AGREEMENT FOR BOOKKEEPING AND ACCOUNTING SERVICES BETWEEN THE TRI-VALLEY TRANSPORTATION COUNCIL AND MAZE AND ASSOCIATES AND APPROVING THE FORM OF THE AGREEMENT

WHEREAS, in March 2023, the Tri-Valley Transportation Council (TVTC) released a Request for Proposals for Bookkeeping and Accounting Services with a deadline to receive the proposals by March 31,2023; and,

WHEREAS, TVTC received four proposals from Maze and Associates, Regional Government Services (RGS), Eide Bailly LLP, and The Pun Group; and,

WHEREAS, Staff evaluated the proposals and determined Maze and Associates has extensive governmental accounting services experience, is the most qualified firm to meet TVTC's RFP requirements, and Maze and Associates' proposal best meet the needs of TVTC; and,

WHEREAS, TVTC staff now recommends that TVTC award a Professional Services Agreement ("Agreement") for Bookkeeping and Accounting Services to Maze and Associates and approve the form of said Agreement attached hereto and incorporated herein as Exhibit A; and,

WHEREAS, the form of the Agreement shall be finalized by TVTC's general counsel in conjunction with TVTC's administrator and shall include the following terms: (1) Two-year initial term with two one-year extensions; (2) an amount not to exceed amount of \$50,260 for the two-year initial term and two one-year extensions in accordance with the fee schedule attached to the Agreement for bookkeeping and accounting services; and (3) standard indemnification and insurance requirements; and,

NOW THEREFORE BE IT RESOLVED THAT TVTC:

1. Awards a Professional Services Agreement for Bookkeeping and Accounting Services to Maze and Associates; and
2. Approves the form of a Professional Services Agreement with a two-year initial term with two one-year extensions in an amount not-to-exceed \$50,260, attached hereto and incorporated herein as Attachment 1, and authorizes the TVTC Administrator to finalize the form, including making any minor modifications and clarifications, subject to review and approval of the General Counsel; and
3. Authorizes the Chairperson to execute the Agreement on behalf of TVTC subject to review and approval as to form by the General Counsel.

PASSED, APPROVED AND ADOPTED at the meeting of April 17, 2023 by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

Jean Josey, Chair
Tri-Valley Transportation Council

ATTEST:

Sai Midididdi, TVTC Administrative Staff

**PROFESSIONAL SERVICES AGREEMENT BETWEEN THE TRI-VALLEY
TRANSPORTATION COUNCIL (“TVTC”)**

**AND
MAZE AND ASSOCIATES
FOR
BOOKKEEPING AND ACCOUNTING SERVICES**

The Tri-Valley Transportation Council, a joint powers authority formed under the Joint Exercise of Powers Act (Gov. Code §§ 6500 *et seq.*) (“TVTC”) and Maze and Associates a professional accounting firm, (“CONTRACTOR”), enter into this Professional Services Agreement (“Agreement”) as of this _____ day of _____ 2023 (“Effective Date”). TVTC and Contractor are individually referred to herein as “Party” and collectively referred to herein as “Parties.” The Parties hereby agree as follows:

1. **Scope of Service.** CONTRACTOR shall provide TVTC with bookkeeping and accounting services (“Work”). An outline of the scope of services for the Work including mandatory timeframes for performance, and the maximum fee for each item under this Agreement is attached hereto as **Exhibit A** and incorporated herein (“Scope of Services”).

CONTRACTOR shall comply with generally-accepted standards and governmental requirements applicable to specific tasks hereunder or as may be necessary to enable CONTRACTOR to competently perform the Work required hereunder.

2. **Modification of Agreement.** TVTC may request changes to this Agreement including to the Scope of Services to be performed by CONTRACTOR. Such requests shall be made in writing exclusively by the TVTC Administrator, and shall describe in detail the proposed additions, deletions, or modifications. Such requests will include tabulation of costs, expenses, and time required to complete the requested additional work. Neither TVTC’s request nor CONTRACTOR’S reply shall constitute a modification of this Agreement. Any modification shall be contained in a written amendment to the Agreement and will be effective only if signed by both parties. Execution of the Amendment by the TVTC shall constitute authorization to proceed with the additional work identified in the request.
3. **Term.** CONTRACTOR’S performance shall begin on Effective Date and shall expire on June 30, 2025, unless extended as provided in Section 4 below (“Initial Term”).

CONTRACTOR may commence work as of the date authorized by the TVTC Technical Advisory Committee (“TAC”) which date may be prior to execution

of this Agreement. However, CONTRACTOR is under no obligation to commence work hereunder prior to execution of this Agreement.

4. **Extension.** TVTC has the option to request two (2) one-year extensions to this Agreement (“Extension Term”). In the event that TVTC requests such an extension or extensions and CONTRACTOR agrees to accept such extension, TVTC shall pay CONTRACTOR for any subsequent services at the extension term rates set forth in Exhibit A, attached hereto and incorporated herein. Such extension must be memorialized in a writing signed by both parties.
5. **Compensation.** TVTC agrees to pay CONTRACTOR an amount not to exceed FIFTY THOUSAND TWO HUNDRED AND SIXTY DOLLARS (\$50,260) under this Agreement for the Initial Term and the Extension Term in accordance with the rates set forth in Exhibit A, and incorporated herein. In accordance with Exhibit A, TVTC shall pay CONTRACTOR an amount not to exceed TWO THOUSAND SIX HUNDRED AND NINETY-SEVEN DOLLARS (\$2,697) for Accounting Transition services and End of the Year Procedures, ELEVEN THOUSAND THIRTY FIVE DOLLARS (**\$11,035**) for FY 2023-2024, ELEVEN THOUSAND FIVE HUNDRED AND EIGHTY SEVEN (\$11,587) for FY 2024-2025 and not to exceed TWELVE THOUSAND ONE HUNDRED AND SIXTY-SIX DOLLARS (\$12,166) for the Year 1 extension and TWELVE THOUSAND SEVEN HUNDRED AND SEVENTY-FOUR DOLLARS (\$12,774) for the Year 2 extension.

Upon completion and acceptance of the deliverables CONTRACTOR shall submit an itemized invoice for the completed work showing applicable rates and charges as agreed to hereunder and the total amount due.

6. **Cooperation of TVTC.** TVTC shall make available to CONTRACTOR all financial records and related information necessary for performance of CONTRACTOR’S work under this Agreement.
7. **Independent Contractor.** CONTRACTOR is an independent CONTRACTOR and shall not for any purpose be deemed to be an employee, agent, or other representative of TVTC. Services called for herein shall be deemed to be unique. CONTRACTOR shall not assign, sublet, transfer, or otherwise substitute its interest in this Agreement, or any of its obligations hereunder, without the prior written consent of the TVTC.
8. **Proprietary or Confidential Information.** CONTRACTOR understands and agrees that, in the performance of the work under this Agreement or in contemplation thereof, CONTRACTOR may have access to private or confidential information owned or controlled by TVTC. Such information may contain proprietary or confidential details, the disclosure of which may be damaging to TVTC or to third parties.

CONTRACTOR agrees that all information disclosed to CONTRACTOR by TVTC shall be held in confidence and used only in performance of this Agreement. CONTRACTOR shall exercise the same standard of care to protect such information, as a reasonably prudent businessperson would use to protect its own proprietary or confidential information.

- 9. Work Product.** The work product of CONTRACTOR in performing this Agreement shall become the property of TVTC. Such work product shall be provided to TVTC as a hard copy and in a searchable electronic format.
- 10. Final Work Product.** Final work products produced by CONTRACTOR in the form of computer files shall be delivered in a searchable electronic format. All hard copy (paper) reports shall be accompanied by associated digital files used to create them. All of CONTRACTOR'S work product under the Agreement shall be the property of the TVTC.
- 11. Financial Records of Contractor.** CONTRACTOR shall maintain accounting records of funds received under this Agreement and full documentation of performance hereunder. CONTRACTOR shall permit TVTC to have access to those records for the purpose of making an audit, examination, or review of financial and performance information relating to this Agreement. CONTRACTOR shall maintain such records for a minimum of four (4) years following payment by TVTC for the last invoice for such services to be provided.
- 12. GAAP.** In performance of the Work hereunder, CONTRACTOR shall follow all generally accepted accounting principles (GAAP) for government entities and shall maintain the general ledger and prepare the financial statements on both the modified accrual and full accrual bases of accounting.
- 13. Conflict of Interest.** No officer, member, or employee of TVTC and no member of their governing bodies shall have any pecuniary interest, direct or indirect, in this Agreement or the proceeds thereof. CONTRACTOR shall not serve on the TVTC Governing Board, committee, or hold any such position which either by rule, practice or action nominates, recommends, supervises CONTRACTOR'S operations, or authorizes funding to CONTRACTOR.
- 14. Nondiscrimination.** CONTRACTOR represents that it does not and agrees that it shall not discriminate against any employee or applicant for employment because of race, color, religion, gender, age, sexual preference, national origin, disability or other condition or status protected by law.
- 15. Indemnification.** To the fullest extent permitted by law, CONTRACTOR shall indemnify, defend, and hold harmless the TVTC, its officers, employees, and agents from and against any and all claims, demands, liability, costs, and

expenses of whatever nature, including court costs and attorney fees, arising out of the performance of this Agreement, including any injury to or death of any person or persons or loss of or physical damage to any property resulting in any manner from the willful misconduct, negligent acts, errors or omissions, of CONTRACTOR, its subcontractors, agents, employee, licensees, or guests in the making or performance of this Agreement.

To the fullest extent permitted by law, CONTRACTOR shall hold TVTC harmless and defend any suit or other proceedings brought by CONTRACTOR'S employees, contractors and/or agents, either against CONTRACTOR and/or TVTC, for compensation and/or other benefits claimed as "common law" or "implied by law" employees of TVTC.

16. Insurance. CONTRACTOR shall procure, prior to commencement of service, and keep in force for the term of this Agreement, the following policies of insurance, certificates, or binders as necessary to establish that the coverage described below is in place with companies licensed to do business in California. If requested, CONTRACTOR shall provide TVTC with copies of all insurance policies. The insurance coverage shall include:

A. Commercial General Liability Insurance. Commercial General Liability insurance, including but not limited to, bodily injury, broad form property damage, contractual liability and, if necessary, products and completed operations or owners and CONTRACTOR protective liability. The policy shall contain a severability of interest clause or cross liability clause or the equivalent thereof.

Coverage afforded TVTC shall be primary insurance. Any other insurance available to TVTC under any other policies shall be excess insurance. Limits of liability shall include the following:

- (1) Bodily injury, one million dollars (\$1,000,000)
- (2) Property damage, one million dollars (\$1,000,000) or
- (3) Combined single limit (CSL) for bodily injury and property damage, one million dollars (\$1,000,000) per accident for bodily injury and property damage.

If the policy is a "claims made" policy, the following endorsements shall be included:

- (1) The retroactive shall be the effective date of this Agreement or a prior date.
- (2) The extended reporting or discovery period shall be not less than thirty-six (36) months.

B. Automobile Liability Insurance. Automobile liability insurance, including all owned, non-owned and hired automobiles used by the CONTRACTOR or its agents in the performance of this Agreement shall have a minimum

combined single limit of one million dollars (\$1,000,000) for bodily injury and property damage.

- C. Worker's Compensation Insurance. Worker's Compensation insurance as required by the laws of the State of California including statutory coverage for Employers Liability with limits not less than one million dollars (\$1,000,000).

CONTRACTOR is aware of provisions in the California Labor Code, which require every employer to provide Worker's Compensation coverage, or to self-insure in accordance with provisions of that Code. CONTRACTOR shall comply with those provisions before commencing work hereunder and throughout the term of this Agreement. Likewise, CONTRACTOR shall require all of its subcontractors to comply with those provisions.

- D. Professional Liability Insurance. Professional liability (errors and omissions) insurance is required in the amount of one million dollars (\$1,000,000) per claim and in the aggregate for two (2) years beyond completion of this Agreement.

17. Additional Insurance Provisions. The following additional provisions apply to the insurance coverage required as indicated in paragraph 15 above.

- A. Additional Insured. CONTRACTOR shall name TVTC, its Board Members, officers, agents, and employees as additional insureds in the Comprehensive Commercial General Liability and Automobile Liability policies. If CONTRACTOR submits the ACORD Insurance Certificate, the additional insured endorsements must be set forth on CH20 10 11 85 (or more recent) form and/or CA 20 48 form.
- B. Notice of Cancellation. The policies shall provide for thirty (30) days written notice to TVTC prior to cancellation, termination or material change in coverage.
- C. Certificate Holder. The certificate holder shall be the same person and have the address as indicated in Paragraph 19 (Notices) of this Agreement.
- D. Insurance Rating. Insurers shall have current A.M. Best's rating of not less than A:VII, shall be licensed to do business in the State of California, and shall be acceptable to TVTC.
- E. Replacement Coverage. In the event CONTRACTOR breaches any of the insurance provisions of this Agreement, TVTC shall have the option to obtain, at CONTRACTOR'S expense, the coverage required hereunder. The cost of obtaining and maintaining such coverage may be deducted

from any sums otherwise payable to CONTRACTOR for services under this Agreement.

- F. Interpretation. All endorsements, certificates, forms, coverage and limits of liability referred to herein shall have the meaning given such terms by the Insurance Services Officer of the State of California as of the effective date of this Agreement.
- G. Proof of Insurance. CONTRACTOR will be required to provide proof of insurance coverage required hereunder prior to executing the Agreement. Additionally, if requested by TVTC, CONTRACTOR shall provide certified copies of the insurance policies. Any endorsements must be signed by a person authorized by the insurer to bind coverage on its behalf.
- H. If the CONTRACTOR's insurance policy includes a self-insured retention that must be paid by a named insured as a precondition of the insurer's liability, or which has the effect of providing that payments of the self-insured retention by others, including additional insureds or insurers do not serve to satisfy the self-insured retention, such provisions must be modified by special endorsement so as to not apply to the additional insured coverage required by this Agreement so as to not prevent any of the Parties to this agreement from satisfying or paying the self-insured retention required to be paid as a precondition to the insurer's liability.

18. Termination on Notice. TVTC may terminate this Agreement immediately for cause, or without cause upon giving thirty (30) calendar days written notice to CONTRACTOR. In the event of termination without cause TVTC shall pay all charges outstanding and approved by TVTC at the time of termination within thirty (30) days following termination.

19. Suspension of Performance. For the convenience of TVTC or because of events beyond the control of TVTC, TVTC may give written notice to CONTRACTOR to suspend all work under this Agreement. If CONTRACTOR'S work is suspended for longer than a period of one hundred twenty (120) days, an adjustment to CONTRACTOR'S compensation may be made for increased costs, if any, and this Agreement shall be modified accordingly.

20. Notices. If either party shall desire or is required to give notice to the other such notice shall be given in writing, via facsimile and concurrently by prepaid U.S. certified or registered postage, addressed to recipient as follows:

To TVTC:

c/o Dublin
Attn: Sai Midididdi
TVTC Administrative Staff

To CONTRACTOR:

Katherine Yuen Krisch, CPA, Partner
Maze and Associates.
3478 Buskirk Ave, Ste 215

100 Civic Plaza
Dublin, CA 94568

Pleasant Hill, CA 94523

Changes to the above information shall be given to the other party in writing ten (10) business days before the change is effective.

21. Commencement, Completion and Closeout. Time is of the essence in the performance of this Agreement. Any time extension granted to CONTRACTOR must be in writing and shall not constitute a waiver of right the TVTC may have under the Agreement.

It shall be the responsibility of CONTRACTOR to coordinate and schedule the work to be performed so that commencement and completions take place in accordance with the provisions of the Agreement. Within thirty (30) days of completion CONTRACTOR shall submit to TVTC a final billing to include all costs, charges, and claims in connection with the completed work. TVTC shall not be required to pay for any work or claims not included on the aforementioned final billing.

22. Governing Law/Venue. This Agreement shall be governed by the laws of the State of California with venue in either Contra Costa or Alameda County.

23. Entire Agreement of Parties. This Agreement supersedes any and all agreements, oral or written, between the parties with respect to the rendering of services by CONTRACTOR to TVTC and contains all of the representations, covenants and agreements between the parties as to the rendering of those services.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first written below.

TRI-VALLEY TRANSPORTATION COUNCIL

DATED: _____ By _____
Jean Josey, TVTC Chair

MAZE AND ASSOCIATES, CONTRACTOR

DATED: _____ By _____
Contractor, Maze And Associates
(Authorized Executive of Company)

APPROVED AS TO FORM

DATED: _____ By _____
Steven Mattas, Legal Counsel
Meyers Nave

Exhibit A – Scope of Work and Compensation

1. **Scope of Services.** CONTRACTOR shall be responsible for providing the TVTC with bookkeeping and accounting services (“Work”), in accordance with all generally accepted accounting principles (GAAP) for government entities, including:
 - a. Maintaining the TVTC’s banking accounts;
 - b. Maintaining monthly bookkeeping;
 - c. Preparing monthly Profit & Loss Statements and Balance Sheets;
 - d. Preparing the annual Financial Report (working with the TVTC Treasurer and Technical Advisory Committee);
 - e. Receiving invoices from contractors (approximately six (6) to twelve (12) per year) and generating checks for proper signature authorization through the TVTC Treasurer;
 - f. Generating checks to designated agencies (approximately one (1) to four (4) per year), and mailing to the TVTC Administrator for signature and disbursement, as outlined in the TVTC financial transaction process.
 - g. Provide accounting transition services between April 2023 and July 2023 and develop a procedure to outline the steps that need to be followed at the end of the year to comply with Audit requirements.

2. **Mandatory Time Frame.** All accounting and bookkeeping work for a given FY must be completed by June 30th of that year.

3. **Rates.**

FY 2023-24	FY 2024-25	Transition Services	Year 1 Extension	Year 2 Extension
\$ 11,035	\$ 11,587	\$ 2,697	\$ 12,166	\$ 12,774

Maze and Associates Proposal

March 29, 2023

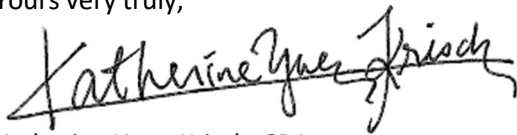
Sai Midididdi, T.E.
TVTC Administrator
Tri-Valley Transportation Council
City of Dublin
100 Civic Plaza
Dublin, CA 94568

Dear Sai,

We are pleased to attach an electronic copy of our Proposal to provide bookkeeping and accounting services to the Tri-Valley Transportation Council (TVTC) between April 2023 and June 2025, with options of two (2) one-year extensions.

We look forward to the opportunity to work with the TVTC.

Yours very truly,

A handwritten signature in black ink that reads "Katherine Yuen Krisch". The signature is written in a cursive style with a horizontal line underlining the name.

Katherine Yuen Krisch, CPA
Partner

Enclosures

ACCOUNTING SERVICES PROPOSAL 03.29.23

#

PREPARED FOR

Tri-Valley Transportation Council
Sai Midididdi, T.E.
TVTC Administrator
City of Dublin
100 Civic Plaza
Dublin, CA 94568

Katherine Yuen Krisch, CPA, Partner
3478 Buskirk Ave, Ste 215
Pleasant Hill, CA 94523
(925) 930-0902 (Phone)-(925) 930-0135 (Fax)
katherinek@mazeassociates.com



**Tri-Valley Transportation Council
Accounting Services Proposal**

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March 29, 2023



Sai Midididdi, T.E.
TVTC Administrator
Tri-Valley Transportation Council
City of Dublin
100 Civic Plaza
Dublin, CA 94568

Dear Sai,

We strongly believe that we can provide Tri-Valley Transportation Council (TVTC) the services you need and can further develop an excellent working relationship with you and TVTC. We are quite certain we are the best qualified firm and we have summarized our reasons below:

- We are experts in governmental accounting and auditing. We can provide you with accounting assistance in the range of day-to-day operations, design of internal control, year-end closing, audit preparation, to implementation of new accounting pronouncements.
- The people assigned to your work were picked because of their depth of experience in the governmental accounting services.
- Our references--indeed, any of our present clients--will confirm we are your best choice.

Most important, **we are in business to help our clients succeed.** We use our professional skills to help you achieve your goals and avoid pitfalls and problems.

We have no doubt that we are the firm best qualified to perform this engagement. After you have analyzed our proposal and - most importantly - talked with our references, we are quite confident you will agree.

We look forward to working with you!

Yours very truly,

A handwritten signature in black ink that reads "Katherine Yuen Krisch". The signature is fluid and cursive, with the first letters of each name being capitalized and prominent.

Katherine Yuen Krisch, CPA
Partner

FIRM QUALIFICATIONS AND EXPERIENCE

Overview

We are a professional services corporation located in Pleasant Hill, California. We presently have over 60 employees, including fourteen California Certified Public Accountants. Several of our professional staff have national accounting firm experience, which we have blended with the more personal approach of a smaller firm. Our clients include special districts, joint power authorities, towns, and cities of various sizes in California.

Our Governmental Accounting Services Department has eleven professional staff, dedicated to servicing our municipal clients twelve months of the year. Three of them are former auditors for municipalities; another five have prior work experience in governmental entities; and the remaining three have extensive experience with QuickBooks.

We have focused on municipalities since 1986. We are active in GFOA, CSMFO and CMTA, and our Partners are speakers at CSMFO, CSDA and CMTA functions.

We are in business to help our clients succeed. We help you use the ever-growing tangle of accounting rules properly, but to your best advantage, by helping you keep out of trouble and helping you do the right thing. We stay in touch throughout the year to keep you abreast of municipal accounting developments and to help you avoid problems, instead of coming in afterwards to assess the damage.

Below is a list of government and nonprofits entities to which we have provided accounting services for in the last two years:

City of Albany	City of Menlo Park
Bolinas Community Public Utility District	The Metropolitan Water District of Southern California
City of Campbell	Montara Water and Sanitary District
City of Clayton	City of Newark
Town of Colma	City of Novato
Contra Costa County	Pleasant Hill Chamber of Commerce
Discover Santa Clara	City of Pleasanton
City of El Cerrito	City of San Mateo
First Five Contra Costa	City of Saratoga
City of Hollister	Sewer Authority Mid-Coastside
Kensington Fire Protection District	Stinson Beach County Water District
Kensington Police Protection and Community Services District	StopWaste
Marin County In-Home Supportive Services Program	City of Union City
City of Martinez	

FIRM QUALIFICATIONS AND EXPERIENCE (Continued)

City and Town Clients

Besides accounting services, we audit many municipalities in California. Part of the services we provide to our audit clients is to assist them in preparing their annual financial statements.

The table below summarizes our most recent experience with audits of cities and towns:

Client Name	Scope of Work	Client Start Date	Annual Comprehensive Financial Report Submission	GFOA Award	Single Audit
Population > 100,000					
Concord	Audits of City financial statements, Successor Agency, Healthcare District, Financing Authority, Single Audit	2019 - Present	✓ Yes	✓ Yes	✓ Yes
Daly City	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit, Transportation Measures, JPAs audits	1992 - Present	✓ Yes	✓ Yes	✓ Yes
Elk Grove	Audit of City financial statements and Single Audit	2017 - Present	✓ Yes	✓ Yes	✓ Yes
Hayward	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit, Transportation Measure, Financing Corporation Audit	2011 - Present	✓ Yes	✓ Yes	✓ Yes
Santa Clara	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit, Silicon Valley Power Audit	2012 - Present	✓ Yes	✓ Yes	✓ Yes
Population < 100,000					
Alameda	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit, Transportation Measures	2018 - Present	✓ Yes	✓ Yes	✓ Yes
Atherton	Audit of Basic Financial Statements, Single Audit	2009 - Present	*	*	✓ Yes
Belmont	Audit of City financial statements, Successor Agency, Single Audit, Transportation Measures	1998 - Present	✓ Yes	✓ Yes	✓ Yes
Belvedere	Audit of City financial statements	2018 - Present	✓ Yes	✓ Yes	*
Benicia	Audit of City financial statements, Single Audit, Transportation Development Act Audit	2011 - Present	✓ Yes	✓ Yes	✓ Yes
Brentwood	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit	2007 - Present	✓ Yes	✓ Yes	✓ Yes
Brisbane	Audit of City financial statements, Successor Agency	2011 - Present	*	*	*
Burlingame	Audit of City financial statements, Single Audit, Transportation Development Act Audit,	2016 - Present	✓ Yes	✓ Yes	✓ Yes
Davis	Audit of City financial statements, Single Audit	2015 - Present	✓ Yes	✓ Yes	✓ Yes

FIRM QUALIFICATIONS AND EXPERIENCE (Continued)

Client Name	Scope of Work	Client Start Date	Annual Comprehensive Financial Report		
			Submission	GFOA Award	Single Audit
Fairfax	Audit of Basic Financial Statements	2009 - Present	*	*	*
Half Moon Bay	Audit of City financial statements, Single Audit, Transportation Development Act Audit	2014 - Present	✓ Yes	✓ Yes	✓ Yes
Los Altos	Audit of City financial statements, Single Audit, Transportation Measure	2014 - Present	✓ Yes	✓ Yes	✓ Yes
Los Altos Hills	Audit of City financial statements and North County Library Authority, Single Audit, Transportation Development Audit	2016 - Present	✓ Yes	✓ Yes	✓ Yes
Manteca	Audit of City financial statements, Successor Agency, Single Audit, Financing Authority Audit	1986 - Present	✓ Yes	✓ Yes	✓ Yes
Martinez	Audit of City financial statements, Single Audit, Transportation Development Act Audit	2001 - Present	✓ Yes	✓ Yes	✓ Yes
Milpitas	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit, Financing Corporation Audit	1995 - Present	✓ Yes	✓ Yes	✓ Yes
Moraga	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit	2012 - Present	✓ Yes	✓ Yes	✓ Yes
Mill Valley	Audits of City Basic Financial Statements and Sewerage Agency of Southern Marin	2020 - Present	*	*	*
Morgan Hill	Audit of City financial statements, Single Audit, Transportation Development Act Audit	2015 - Present	✓ Yes	✓ Yes	✓ Yes
Oakley	Audit of City financial statements, Successor Agency, Single Audit	2000 - Present	✓ Yes	✓ Yes	✓ Yes
Orinda	Audit of City financial statements, Single Audit, Transportation Development Act Audit	2015 - Present	✓ Yes	✓ Yes	✓ Yes
Pacifica	Audit of City financial statements, Single Audit, Transportation Development Act Audit, Transportation Measure	2015 - Present	✓ Yes	✓ Yes	✓ Yes
Pittsburg	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit, Retirement Plan Audit	2011 - Present	✓ Yes	✓ Yes	✓ Yes
Portola Valley	Audit of Basic Financial Statements and Transportation Measure	2005 - Present	*	*	*
Redwood City	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit, Audit of Port of Redwood City, Audits of Joint Power Authorities	2019 - Present	✓ Yes	✓ Yes	✓ Yes
San Bruno	Audit of City financial statements, Single Audit, Transportation Development Act Audit	2016 - Present	✓ Yes	✓ Yes	✓ Yes
San Carlos	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act	2016 - Present	✓ Yes	✓ Yes	✓ Yes
San Leandro	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit, Transportation Measures	2011 - Present	✓ Yes	✓ Yes	✓ Yes

FIRM QUALIFICATIONS AND EXPERIENCE (Continued)

Client Name	Scope of Work	Client Start Date	Annual Comprehensive Financial Report		
			Submission	GFOA Award	Single Audit
San Pablo	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit	1995 - Present	✓ Yes	✓ Yes	✓ Yes
San Rafael	Audit of City financial statements, Successor Agency, Single Audit	2007 - Present	✓ Yes	✓ Yes	✓ Yes
South San Francisco	Audit of City financial statements, Successor Agency, Single Audit, Transportation Development Act Audit, Transportation Measures	2004 - Present	✓ Yes	✓ Yes	✓ Yes
Sutter Creek	Audit of Basic Financial Statements, Single Audit	2015 - Present	*	*	✓ Yes
Turlock	Audit of Basic Financial Statements, Successor Agency, Single Audit, Transportation Development Act Audit, Financing Authority Audit, Abandoned Vehicle Abatement Program	2013 - Present	*	*	✓ Yes
Watsonville	Audit of the City financial statements, Single Audit	2017 - Present	✓ Yes	✓ Yes	✓ Yes

FIRM QUALIFICATIONS AND EXPERIENCE (Continued)

Special District and Authority Experience

The chart below shows our audit experience with Special Purpose Governments' audits.

Special Districts and Authority Clients	1st Year	Compliance Requirements	Single Audit/ Special Report
FINANCING			
Association of Bay Area Governments FAN	1997	X	
City of Rancho Cordova Financing Authority	2009	X	
Concord Joint Powers Financing Authority	1992	X	
Governments of Livermore Financing Authority	1991	X	
Hayward Public Financing Authority	1996	X	
Manteca Financing Authority	1991	X	
Milpitas Public Financing Authority	1995	X	
Palo Alto Public Financing Corporation	1998	X	
Richmond Joint Powers Financing Authority	2005	X	
HOUSING			
Napa Valley Housing Authority	2000	X	X
Napa Housing Authority	2000	X	X
Richmond Housing Authority	2005	X	X
Suisun Housing Authority	2007	X	X
Vallejo Housing Authority	2004	X	X
PUBLIC SAFETY			
Belmont Fire Protection District	1998		X
East Contra Costa Fire Protection District	2011		
Menlo Park Fire Protection District	2009		X
Net Six Joint Powers Authority (Dispatch services)	1998	X	
Novato Fire Protection District	2013		
Rodeo-Hercules Fire Protection District	2009		X
Ross Valley Fire Department	2013		
Ross Valley Paramedic Authority	1991	X	
San Mateo Pre-Hospital Emergency Svcs. Providers Group	2000	X	X
San Ramon Valley Fire Protection District	2000	X	X
South County Fire Authority	1998	X	X
South San Mateo Police Joint Powers Authority	2000	X	
Twin Cities Police Authority	1991	X	
RECREATION AND OTHER			
Association of Bay Area Governments	1997	X	X
Contra Costa Mosquito and Vector Control District	2008		
East Bay Regional Park District	1987	X	X
Livermore Area Recreation and Park District	1989	X	X
Manteca Recreational Facilities Authority	1986	X	
Marin-Sonoma Mosquito and Vector Control District	2013		
Silicon Valley Animal Control Authority	2001		
West Contra Costa Integrated Waste Management Authority	2019		
RISK MANAGEMENT			
Association of California Water Agencies JPIA	2009		
Association of Bay Area Governments PLAN	1997		
Association of Bay Area Governments SHARP	1997		
California Joint Powers Risk Management Authority	1993		
Redwood Empire Municipal Insurance Fund	2013		
Small Cities Organized Risk Effort	2009		

FIRM QUALIFICATIONS AND EXPERIENCE (Continued)

TRANSPORTATION			
Alameda Contra Costa County Transit Authority	2010	X	X
Alameda County Transportation Improvement Authority	2010	X	X
City/County Association of Governments	2005	X	X
Contra Costa Transportation Authority	2003	X	X
Eastern Contra Costa Transit Authority	2012	X	X
Livermore/Amador Valley Transportation Authority	1994	X	X
Measure J Traffic Congestion Relief Agency (TRAFFIX)	2012		
Peninsula Corridor Joint Powers Board	2010	X	X
Peninsula Traffic Congestion Relief Alliance	2001	X	X
Ralston/Holly /Harbor Grade Separation Projects	1998	X	X
San Francisco Bay Area Water Emergency Transit Auth.	1997	X	X
San Mateo County Transit District	2010	X	X
San Mateo County Transportation Authority	2010	X	
Solano Transportation Authority	2004	X	X
Sonoma-Marin Area Rail Transit District (SMART)	2017	X	X
West Contra Costa Transportation Authority Commission	1995	X	
UTILITY			
Alameda Municipal Power	1990	X	
Bay Area Clean Water Agencies	2005		
Bethel Island Municipal Improvement District	2007		
Calaveras County Water District	2004		X
California Association of Sanitation Agencies (Non-profit)	2005		
Central Contra Costa Sanitary District	2013		
Coastside County Water District	1993	X	X
Contra Costa Water District	2002		X
Contra Costa Solid Waste Authority	1993	X	X
Diablo Water District	2014		
Dublin San Ramon Services District	1999	X	X
DSRSD/EBMUD Recycled Water Authority	2005		
East Bay Dischargers Authority	2015		
East Bay Municipal Utility District	2005	X	X
East Palo Alto Sanitary District	2013	X	
El Dorado Irrigation District	2007	X	X
Fairfield Suisun Sewer District	2000		
Freeport Regional Water Authority	2005		
Livermore-Amador Valley Water Management Agency	1987		X
Mid-Peninsula Water District	2006		
Novato Sanitary District	2013		X
Palo Alto Regional Water Quality Control Plant	1998	X	X
Placer County Water Authority	2005		X
Sacramento Suburban Water District	2020		
Santa Clara Valley Water District	2004		
Sausalito-Marín City Sanitary District	2011		
Silicon Valley Power	2012		
Skyline County Water District	1992		
Solano Irrigation District	2006		
South Bay System Authority	1998	X	
South Bay Transfer Station Authority	1997	X	
South San Joaquin Irrigation District	2004		
South Placer Wastewater Authority	2001	X	
Stanislaus Waste-to-Energy	2005		
Stinson Beach County Water District	2011	X	
Tri-Valley Wastewater Authority	1990		
Union Sanitary District	2000		
Upper Mokelumne River Watershed Authority	2005		
Vallejo Sanitation and Flood Control District	2016		
West Valley Sanitation District	2004		
Zone 7 Water Agency	2010	X	X

External Quality Control Review/Peer Review

We are members of the Quality Review Program of the AICPA, which means we subject ourselves to a peer review of our workpapers and quality control procedures every three years by independent accountants specializing in such work. **Our most recent peer review was completed in 2021; we again received a rating of pass, the highest level of assurance possible.** A copy of our most recent peer review opinion is located at the end of this proposal.

We have not had any Federal or State desk review or field review during the past 3 years. In addition, there has not been any disciplinary action taken or pending against us with state regulatory bodies or professional organization during the past 3 years.

Peer Review Letter



www.CoughlanNapaCPACo.com
Company@CoughlanNapaCPACo.com

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.

Peer Review Letter (Continued)

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.

Coughlan Napa CPA Company, Inc.

STAFF QUALIFICATIONS AND EXPERIENCE

Our team assigned to your engagement will include:

- Katherine Yuen, CPA, will serve as the engagement Partner.
- Jesse Bradley, Senior Associates, will develop accounting transition procedures between April 2023 and July 2023. He will also provide services for financial statement preparation and audit coordination for the remainder of the contracted period.
- Hash Sadat, Associate, will provide services for the day-to-day accounting functions and year-end closing.

Resumes

Their resumes are as follows:



KATHERINE YUEN KRISCH, CPA, Partner – Katherine has been with Maze & Associates since 1996. She spent the first 25 years of her career as an auditor for municipalities. Over the years, she has taught classes on topics including GASB Statements implementation, auditing techniques under the *Government Auditing Standards*, and internal controls environment. She currently serves on the Governmental Accounting and Auditing Committee of the California Society of Certified Public Accountants, which provides practical guidance to CPAs in the area of governmental accounting and auditing in an effort to improve the quality of financial reporting on governmental entities. Katherine is a member of the American Institute of Certified Public Accountants and the California Society of Certified Public Accountants. She holds a Bachelor of Science degree in Business Administration from the University of California, at Berkeley. She is a Certified Public Accountant in the State of California. Her relevant municipal experience includes:

City of Alameda
Alameda Mayors' Conference
Alameda Power and Telecom
Alameda Reuse and Redevelopment Authority
Association of Bay Area Governments
Town of Atherton
Bay Area Air Quality Management District
City of Belmont
City of Benicia
City of Campbell
City of Concord
Central Contra Costa County Solid Waste Authority
City of Daly City

City of Milpitas
City of Monterey
Town of Moraga
City of Mountain View
City of Napa
City of Newark
Novato Fire Protection District
City of Orinda
City of Oxnard
City of Pacifica Child Development Program
City of Palo Alto
City of Petaluma
City of Pinole

STAFF QUALIFICATIONS AND EXPERIENCE (Continued)

Katherine Yuen Krisch, CPA (Continued)

City of Davis
City of Dublin
East Bay Recreation and Park District
El Dorado Irrigation District
City of Emeryville
Town of Fairfax
City of Galt
City of Hayward
Kentfield Fire Protection District
City of Lafayette
Town of Larkspur
City of Lathrop
Livermore Area Recreation and Park District
City of Los Altos
City of Los Banos
Town of Los Gatos
City of Manteca
City of Martinez
City of Millbrae

City of Pleasant Hill
City of Rancho Cordova
City of Roseville
Ross Valley Fire Protection Department
City of San Carlos
City of San Leandro
City of San Mateo
City of San Rafael
City of San Rafael Child Development Program
City of San Ramon
San Ramon Valley Fire Protection Agency
City of Sausalito
Small Cities Organized Risk Effort (SCORE)
City of South Lake Tahoe
South Placer Wastewater Authority
City of South San Francisco
City of Tracy
City of Walnut Creek
City of Woodland

STAFF QUALIFICATIONS AND EXPERIENCE (Continued)

JESSE BRADLEY, Senior Associate- After earning a Bachelor of Arts from Calvin College and a Master of Arts from Kent State University, Jesse received a post-baccalaureate degree in Accounting. He comes to our firm in 2022 after working for six years as an Accountant for the City of Grand Rapids, MI. His specialties include statements reconciliation, journal entry preparation, and year-end closing preparation.

His municipal experience includes:

Clients:	Duties:
<ul style="list-style-type: none"> • City of El Cerrito 	<ul style="list-style-type: none"> • Reconciled General Bank Account • Reconciled Merchant Account Statements to bank transactions • Prepared year-end accrual entries • Assisted with annual year-end audit • Reviewed financial data to identify GASB 87 leases • Researched financial transactions involving the El Cerrito Successor Agency to the Redevelopment District Authority (RDA) • Identified misclassified fiduciary fund transactions • Reviewed and approved journal entries • Identified and prepared list of stale-dated checks for escheat process • Reviewed and compiled information on various programs with restricted donations
<ul style="list-style-type: none"> • First 5 Contra Costa Children & Families Commission 	<ul style="list-style-type: none"> • Assisted in implementing GASB 87 • Reviewed lease agreements to determine applicability of GASB 87 • Prepared initial calculations and schedules
<ul style="list-style-type: none"> • City of Menlo Park 	<ul style="list-style-type: none"> • Assisted in implementing GASB 87 • Reviewed lease agreements (both as lessee & as lessor) to determine applicability of GASB 87 • Prepared initial calculations and schedules
<ul style="list-style-type: none"> • Town of Colma 	<ul style="list-style-type: none"> • Reviewed schedule of closing entries for audit • Prepared closing entries including revenue recognition, long-term debt, and pension and OPEB liabilities • Performed bank reconciliations for payables, general, and investment accounts
<ul style="list-style-type: none"> • Stinson Beach County Water District 	<ul style="list-style-type: none"> • Recorded receipts of accounts receivables • Assisted with annual audit • Reviewed payroll & tracked personnel data
<ul style="list-style-type: none"> • Contra Costa County Public Financing Authority 	<ul style="list-style-type: none"> • Prepared debt amortization schedule for new debt issue • Prepared journal entries to record debt issuance • Prepared annual financial statements, including Management Discussion and Analysis for auditor submission

STAFF QUALIFICATIONS AND EXPERIENCE (Continued)

Jesse Bradley (Continued)

<ul style="list-style-type: none"> • Kensington Police Protection & Community Services District 	<ul style="list-style-type: none"> • Reviewed payroll and journalized transactions • Reviewed and approved disbursements • Reconciled balance sheet accounts
<ul style="list-style-type: none"> • City of Grand Rapids 	<ul style="list-style-type: none"> • Reconciled bank accounts including general, payables, and investment accounts • Prepared year-end closing entries for audit • Reviewed assigned funds for errors or omissions • Performed internal audits including of inventory capitalized assets • Audited and recommended changes to cash handling processes • Reconciled balance sheet accounts to subsidiary ledgers • Prepared annual financial statements and interim financial reports and presented financial reports to governing boards • Collected receivables for government and business-type accounts • Prepared charts and graphs to represent financial information for the Management Discussion and Analysis and for more simplified citizens' guides • Identified stale checks and customer accounts and escheated unclaimed property to the state
<ul style="list-style-type: none"> • City-County Building Authority (A joint venture of the City of Grand Rapids & Kent County) 	<ul style="list-style-type: none"> • Prepared annual financial statements • Prepared year-end schedules and closing entries for audit • Recorded revenue and expense transactions • Reconciled bank statements
<ul style="list-style-type: none"> • Grand Valley Regional Biosolids (A joint venture of the City of Grand Rapids and City of Wyoming) 	<ul style="list-style-type: none"> • Processed accounts payable including debt service • Processed accounts receivable

STAFF QUALIFICATIONS AND EXPERIENCE (Continued)



Hash Sadat, Associate, graduated from Kardan University in Afghanistan in 2015 with a bachelor’s degree in business administration. In 2019, he received an advance diploma in Accounting and Business from Association of Chartered Certified Accountants, London, UK.

Since joining our firm in 2022, Hash has accumulated municipal accounting services experience including the following:

Client:	Duties:
<ul style="list-style-type: none"> • City of El Cerrito (October 22 to present) 	<ul style="list-style-type: none"> • Processed full-cycle accounts payable • Compile State mandated financial reporting <ul style="list-style-type: none"> ○ State & Roads revenue and expenditure reporting ○ Local Streets Improvement revenue and expenditure reporting • Compile State mandated Landscape & Lighting financial reporting • Update City and County mandated Master Fee Schedule (develop fee rate schedule for services for which the City charges a fee) • Compile Expenditure Reporting: Budget vs. Actual and Year End Expenditure Projection

Prior to joining our firm, Hash worked as a full charge bookkeeper in private industries, specializing in QuickBooks. His prior work experiences include:

Full Charge Bookkeeper July 2021 to October 2022

Connected Transportation Partners Inc. Oakland CA, USA

- Managed accounts payable using QuickBooks
- Handled accounts payable for separate entities and vendors
- Established and maintained relationships with new and existing vendors
- Ensured bills and payroll are paid in a timely and accurate manner while adhering to departmental procedures
- Processed due invoices for payments
- Processed transactions and performed accounting duties such as account maintenance, recording entries and reconciling books of accounts
- Checked on the clock software timecards for accuracy
- Processed paper checks for distribution
- Processed wage garnishments
- Adjusted pay for raises bonuses and commission
- Processed biweekly payroll through GUSTO software
- Advised colleagues and executive management on decisions related to the company’s finances.
- Analyzed financial data and provide forecasting support.

STAFF QUALIFICATIONS AND EXPERIENCE (Continued)

Hash Sadat (Continued)

- Evaluated current and previous financial data.
- Prepared reports and projections based on financial data.
- Ensured the confidentiality and security of files and filing systems
- Prepared financial reports and producing activity statements in QuickBooks online and monitor accounts

Project Manager/Finance Manager January 2019 to June 2021

Ariana Professional Logistics Services, Afghanistan

- Created and implemented an accurate QuickBooks accounting system to replace a paper system and trained staff to operate it.
- Reduced project completion times by 1 ½ months by an expedited workflow plan with improved communications.
- Maximized revenue and team performance and keep project on-task to achieve subcontract and contractor targets.
- Supervised 3 teams of employees.
- Coordinated innovative strategies documenting assets, liabilities, debt, and credit in a general ledger to and boost long-term profitability.
- Managed purchasing and procurement including evaluation of bids and proposals, approvals, rejections and adjustments.

SCOPE OF WORK

As detailed in the TVTC's Request for Proposals and Request for Proposals – Amendment 1, below is the proposed scope of work for this engagement.

1. For the period between April 2023 and July 2023, we will develop a procedure to outline the steps that need to be followed at the end of the year to comply with Audit requirements.
2. For the period of July 1, 2023, to June 30, 2025, with options of two (2) one-year extensions, we will perform the following for TVTC:
 - a. Maintain monthly bookkeeping;
 - b. Prepare monthly Profit & Loss Statements and Balance Sheets;
 - c. Prepare the annual Financial Reports that adhere to GAAP principles (working with the TVTC Treasurer and TAC); -- year-end closing, financial statements preparation, audit coordination.
 - d. Receive invoices from contractors (approx. 6-12 per year), generate checks for proper signature authorization through the TVTC Treasurer; and
 - e. Generate checks to designated agencies (approx. 1-4 per year), and mail to TVTC Administrator for signature and disbursement, as outlined in the TVTC financial transaction process.

REFERENCES

References

We have selected the clients below as references because they have some similarities with the TVTC and/or the people assigned to your engagement have played important parts in these engagements. However, we encourage you to call any of our clients for a reference.

Sewer Authority Mid-Coastside

Kishen Prathivadi, PE, PMP, General Manager
(650) 726-0124, kishen@samcleanswater.org

Bolinas Community Public Utility District

Jennifer Blackman, General Manager
(415) 868-1224, jblackman@bcpud.org

City of El Cerrito

Sandra Dalida, Finance Director/City Treasurer
(510) 215-4312, sdalida@ci.el-cerrito.ca.us

REVISED

Form B Price Summary as shown below:

Accounting Transition Services and End of the Year Procedures	\$2,697
Annual Cost Estimate (FY 2023/2024)	\$11,035
Hourly Rates	See below

Annual Cost Estimate (FY 2024/2025) \$11,587

Annual Cost Estimate (FY 2025/2026) \$12,166

Annual Cost Estimate (FY 2026/2027) \$12,774

FORM A

**FORM A
Applicant Information**

Applicant Last Name (if individual is applying) N/A		Applicant First Name N/A		Applicant Middle Name N/A	
Other Names Applicant is known by (if individual is applying) N/A					
Applicant Business Name (if a Contractor is applying) Maze & Associates					
Applicant Business Representative Name (if Contractor is applying) Katherine Yuen Krisch, CPA					
Applicant Address 3478 Buskirk Avenue, Suite 215			City Pleasant Hill		State CA
			ZIP Code 94523		
Phone (925)930-0902		Fax (925)930-0135		Mobile () N/A	
E-Mail Address Katherinek@mazeassociates.com					

Form B

Form B Price Summary as shown below:	
Accounting Transition Services and End of the Year Procedures	\$2,697
Annual Cost Estimate (FY 2023/2024)	\$11,035
Hourly Rates	See below
Annual Cost Estimate (FY 2024/2025)	\$11,587

Our Fees are based on the amount of time required at various levels of responsibility, plus actual out-of-pocket expenses for mileage or incidentals. We also charge half of our hourly rates for travel time. Invoices are payable upon presentation. Please refer to estimated hours listed on the Proposed Engagement Segments and Time Estimate Services (see Attachment 1). The estimated hours were developed based on the Scope of Work on the previous section.

Below please find the billing rates of our core team members. In addition, from time to time, other professionals of our firm may assist in the engagement. Their billing rates are as follows for 2023. Billing rates are adjusted on January 1 of each year:

	Calendar Year
	2023
	Hourly
Staff Level	Rates
Katherine Yuen Krisch	\$368
Jesse Bradley	\$137
Hash Sadat	\$101
Other Professionals	
Partners	\$368
Managers	\$184 to \$226
Supervisors	\$142 to \$173
Senior Associates	\$110 to \$137
Associates	\$89 to \$105

ATTACHMENT 1

**Tri-Valley Transportation Council
Proposed Engagement Segments
and Time Estimate Services**

Activity	Number of Hours			
	Katherine	Jesse	Hash	Total
1.For the period between April 2023 and July 2023, we will develop a procedure to outline the steps that need to be followed at the end of the year to comply with Audit requirements.		16		16
Meeting	1	1		2
Estimated Hours	1	17	0	18
Hourly Rate	\$368	\$137	\$101	
Estimated Fee	\$368	\$2,329	\$0	\$2,697
2.For the period July 1 to June 30, we will perform the following for TVTC:				
a.Maintain monthly bookkeeping;			12	12
b.Prepare monthly Profit & Loss Statements and Balance Sheets;			12	12
c.Prepare the annual Financial Reports that adhere to GAAP principles (working with the TVTC Treasurer and TAC); -- year-end closing, financial statements preparation, audit coordination.		40	16	56
d.Receive invoices from contractors (approx. 6-12 per year), generate checks for proper signature authorization through the TVTC Treasurer; and			3	3
e.Generate checks to designated agencies (approx. 1-4 per year), and mail to TVTC Administrator for signature and disbursement, as outlined in the TVTC financial transaction process.			2	2
Supervision and meetings	2	2		4
Estimated Hours	2	42	45	89
Hourly Rate	\$368	\$137	\$101	
Estimated Fee	\$736	\$5,754	\$4,545	\$11,035

Item 6e

Jean Josey
TVTC Chair
Councilmember
Dublin
(925) 833-2530

Newell Arnerich
TVTC Vice Chair
Councilmember
Town of Danville
(510) 366-0716

David Haubert
Supervisor District 1
Alameda County
(925) 551-6995

Candace Andersen
Supervisor District 2
Contra Costa
(925) 957-8860

Brittini Kiick
Vice Mayor
City of Livermore
(925) 960-4019

Julie Testa
Councilmember
City of Pleasanton
(925) 931-5001

Scott Perkins
Councilmember
San Ramon
(925) 973-2544

To: Tri-Valley Transportation Council (TVTC)

From: TVTC Technical Advisory Committee (TAC)

Date: April 17, 2023

Subject: Approve the Second Amendment to Professional Services Agreement with Meyers Nave, PC for General Counsel Services

BACKGROUND

On April 20, 2020, per Resolution 2020-02, TVTC entered into a contract with Meyer’s Nave which includes the following:

1. A not to exceed amount of thirty-two thousand dollars (\$32,000) which accounts for two years of general counsel services at sixteen thousand dollars (\$16,000) per year; and
2. Two (2) one-year extension options.

On August 9, 2022, the TVTC Administrator exercised the first one-year extension to extend the contract term by one year to June 30, 2023. On September 12, 2022, per Resolution 2022-19, TVTC approved an amendment to increase the not-to-exceed amount under the contract by sixteen thousand dollars (\$16,000) to provide for payment of general counsel services during the first extension term for FY 2022-2023.

DISCUSSION

Staff is seeking to increase the not to exceed amount for general counsel services for FY 22-23 by ten thousand dollars (\$10,000). to account for additional legal services needed to finalize TVTC’s Conflict of Interest Code, follow-up items related to the 2022 SEP, , advising on evolving teleconferencing issues, and addressing issues identified in the audit report, including preparation of an RFP for a new accountant and associated professional services agreement.

In addition, the TVTC Administrator intends to exercise the second one-year extension option to extend the contract term by one more year to June 30, 2024. In order to provide for payment for services during the second extension term, staff is seeking approval to increase the not-to-exceed amount by sixteen thousand dollars (\$16,000) for general counsel services for FY 23-24.

In light of the above, staff prepared a second amendment to the legal services agreement to increase the not-to-exceed amount by \$10,000 for FY 22-23 and \$16,000 for FY23-24 for a total

increase under the contract of \$26,000. With execution of the second amendment, the new total not-to-exceed amount under the contract for annual general counsel services will be \$74,000.

The finance subcommittee reviewed the above request in the April 6th, 2023, meeting and has recommended it for the approval of the full board.

RECOMMENDATION

Adopt Resolution 2023-08 approving the Second Amendment to Legal Services Agreement with Meyers Nave, PC to increase the not-to-exceed amount by twenty-six thousand dollars (\$26,000) for a total not-to-exceed amount for annual general counsel services of seventy-four thousand dollars (\$74,000), and authorizing the TVTC Chairperson to execute the Amendment on behalf of the TVTC.

ATTACHMENTS

1. TVTC Resolution 2023-08 A Resolution of Tri-Valley Transportation Council Approving the Second Amendment to the Legal Services Retainer Agreement between the Tri-Valley Transportation Council and Meyer's Nave PC to Increase the Not-to-Exceed Amount
2. Resolution 2020-02 Approving Legal Services Retainer Agreement between TVTC and Meyers Nave for General Counsel Services.
3. Resolution 2022-19 Approving the First Amendment to the Legal Services Retainer Agreement between TVTC and Meyer's Nave for General Counsel Services.

**TRI-VALLEY TRANSPORTATION COUNCIL
RESOLUTION NO. 2023-08**

**A RESOLUTION OF THE TRI-VALLEY TRANSPORTATION COUNCIL APPROVING
SECOND AMENDMENT TO THE LEGAL SERVICES RETAINER AGREEMENT BETWEEN
THE TRI-VALLEY TRANSPORTATION COUNCIL AND MEYERS NAVE TO INCREASE THE
NOT TO EXCEED AMOUNT**

WHEREAS, on April 20, 2020, per Resolution 2020-02, the Tri-Valley Transportation Council (TVTC) and Meyers Nave, PC (Attorneys) entered into a Legal Services Retainer Agreement (Agreement), whereby Attorneys agreed to provide general legal services for TVTC; and

WHEREAS, The Agreement provides 1) a not to exceed amount of thirty-two thousand dollars (\$32,000) which accounts for two years of general counsel services at sixteen thousand dollars (\$16,000) per year; and 2) two (2) one-year extension options; and

WHEREAS on August 9, 2022, the TVTC Administrator exercised the first extension option administratively and extended the Agreement until June 30, 2023; and

WHEREAS, On September 12, 2022, per Resolution 2022-19, TVTC approved an amendment to increase the not-to-exceed amount under the contract by sixteen thousand dollars (\$16,000) for a total amount of forty-eight thousand dollars (\$48,000) to provide for payment of general counsel services during the first extension term for FY 2022-2023; and

WHEREAS, staff recommends increasing the not to exceed amount for general counsel services for FY 22-23 by ten thousand dollars (\$10,000) to account for additional legal services needed during this year; and

WHEREAS, TVTC's Administrator intends to exercise the second extension option administratively and extend the Agreement until June 30, 2024; and

WHEREAS, the Parties now desire to amend the Agreement 1) to increase the Not to Exceed Amount under the Agreement by twenty-six thousand dollars (\$26,000) for a total amount of seventy-four thousand dollars (\$74,000) for annual general counsel services to pay for additional FY 22-23 legal services and for legal services during the second extension term for FY 23-24.

NOW THEREFORE BE IT RESOLVED THAT the Tri-Valley Transportation Council approves the Second Amendment to Legal Services Retainer Agreement, attached hereto and incorporated herein as Exhibit A (Second Amendment) and authorizes the TVTC Chair to execute the Second Amendment on behalf of the TVTC.

PASSED, APPROVED, AND ADOPTED at the meeting of April 17, 2023, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

Jean Josey, Chair
Tri-Valley Transportation Council

ATTEST:

Sai Midididdi, TVTC Administrative Staff

**SECOND AMENDMENT TO THE LEGAL SERVICES RETAINER AGREEMENT
BETWEEN THE TRI-VALLEY TRANSPORTATION COUNCIL AND MEYERS NAVE**

THIS SECOND AMENDMENT TO THE LEGAL SERVICES RETAINER AGREEMENT is made as _____ day of _____ 2023 by and between THE TRI-VALLEY TRANSPORTATION COUNCIL (“TVTC”), and MEYERS NAVE, PC (“Attorneys”), (sometimes referred together as the “Parties”) who agree as follows:

RECITALS

WHEREAS, on May 3, 2020, TVTC and Attorneys entered into that certain Legal Services Retainer Agreement (“Agreement”) whereby Attorneys agreed to provide general legal services to TVTC, as further described in the Scope of Work contained in Exhibit A to the Agreement. A true and correct copy of the Agreement and its exhibits is attached hereto as Exhibit 1 hereto; and

WHEREAS, Section 2 of the Agreement provides that TVTC has the option to extend the agreement for two (2) one-year extensions and the TVTC Administrator will exercise the second one-year extension administratively; and;

WHEREAS, Section 3 of the Agreement provides that TVTC will pay Attorneys a “Not to Exceed” Amount of Thirty-Two Thousand dollars (\$32,000) for the services contemplated by the Agreement, which is limited to annual not to exceed amounts of Sixteen Thousand dollars (\$16,000); and

WHEREAS, TVTC and Attorneys now desire to amend the Agreement to increase the Not to Exceed Amount under the Agreement by \$26,000 to pay for additional legal services needed during the remainder of the first extension term and for legal services during the second extension term.

NOW, THEREFORE, for and in consideration of the promises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TVTC and Attorneys hereby agree to amend the Agreement as follows:

1. All terms which are defined in the Agreement shall have the same meaning when used in this Amendment, unless specifically provided herein to the contrary.
2. Section 3 of the Agreement. The Not to Exceed Amount provided for in Section 3 for annual general counsel services is increased by \$26,000 from \$48,000 to \$74,000.

Attorneys agree this is TVTC’s total contribution for payment of costs under the Agreement unless additional payments are authorized in accordance with the terms of the Agreement and said terms of payment are mutually agreed to by and between the parties in writing.

All other terms, conditions and provisions in the Agreement remain in full force and effect. If there is a conflict between the terms of this Amendment and the Agreement, the terms of the Agreement will control unless specifically modified by this Amendment.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF the parties have executed this Agreement on the dates indicated below, the latest of which shall be deemed the effective date of this Agreement.

TRI-VALLEY TRANSPORTATION COUNCIL

DATED: _____

By: Jean Josey, TVTC Chair

Meyers Nave, PC

DATED: _____

By: Steven Mattas, Legal Counsel

APPROVED AS TO FORM

DATED: _____

By: Sai Midididdi, TVTC Administrator

**TRI-VALLEY TRANSPORTATION COUNCIL
RESOLUTION NO. 2020-02**

**A RESOLUTION APPROVING THE LEGAL SERVICES RETAINER AGREEMENT BETWEEN
THE TRI-VALLEY TRANSPORTATION COUNCIL AND
MEYERS NAVE RIBACK SILVER & WILSON FOR
GENERAL COUNSEL SERVICES**

WHEREAS, in April 2020, the Tri-Valley Transportation Council (TVTC) and Meyers Nave Riback Silver & Wilson (Attorneys) entered into that certain Legal Services Retainer Agreement ("Agreement") whereby Attorneys agreed to provide General Counsel services to TVTC; and

WHEREAS, the general counsel services are as described in Exhibit A of the legal services retainer agreement; and

WHEREAS, the legal services retainer agreement has an effective date of July 1, 2020 and to be completed by June 30, 2022; and

WHEREAS, the Agreement provided that TVTC would pay Attorneys a not to exceed amount of \$16,000 annually for general counsel services and a not to exceed amount of \$17,500 for general counsel services applied toward special projects;and

NOW THEREFORE BE IT RESOLVED THAT the Tri-Valley Transportation Council authorizes the TVTC Chair to execute the LEGAL SERVICES RETAINER AGREEMENT on behalf of the TVTC subject to review and approval as to form by the General Counsel.

PASSED, APPROVED, AND ADOPTED at the meeting of April 20, 2020 by the following votes:

AYES: Narum, Perkins, Josey, Munro, Arnerich, Haggerty, Andersen

NOES: None

ABSENT: None

ABSTAIN: None

DocuSigned by:
Kathy Narum
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Kathy Narum, Chair
Tri-Valley Transportation Council

ATTEST:

DocuSigned by:
Cedric Novenario
D2487FB83800422
Cedric Novenario, IVTC Administrative Staff

**TRI-VALLEY TRANSPORTATION COUNCIL
RESOLUTION NO. 2022-19**

**A RESOLUTION OF THE TRI-VALLEY TRANSPORTATION COUNCIL APPROVING
AN AMENDMENT TO THE LEGAL SERVICES RETAINER AGREEMENT BETWEEN
THE TRI-VALLEY TRANSPORTATION COUNCIL AND MEYERS NAVE TO
INCREASE THE NOT TO EXCEED AMOUNT**

WHEREAS, on May 3, 2020, the Tri-Valley Transportation Council (TVTC) and Meyers Nave, PC (Attorneys) entered into a Legal Services Retainer Agreement (Agreement), whereby Attorneys agreed to provide general legal services for TVTC.

WHEREAS, Section 2 of the Agreement provides TVTC with two one-year extension options and TVTC's Administrator exercised such option administratively and extended the Agreement until June 30, 2022; and

WHEREAS, the Parties now desire to amend the Agreement to increase the Not to Exceed Amount under the Agreement by \$16,000 to pay for services during the extension term.

NOW THEREFORE BE IT RESOLVED THAT the Tri-Valley Transportation Council approves the First Amendment to Legal Services Retainer Agreement attached hereto as Attachment 1 (First Amendment) and authorizes the TVTC Chair to execute the First Amendment on behalf of the TVTC.

PASSED, APPROVED, AND ADOPTED at the meeting of September 12, 2022, by the following votes:

AYES: Brown, Arnerich, Josey, Haubert, Perkins

NOES:

ABSENT: Kiick, Anderson

ABSTAIN:

DocuSigned by:



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Jean Josey, Chair
Tri-Valley Transportation Council

ATTEST:

DocuSigned by:



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Sai Midididdi, TVTC Administrative Staff

Attachment 1 to TVTC Resolution 2022-19

FIRST AMENDMENT TO THE LEGAL SERVICES RETAINER AGREEMENT BETWEEN THE TRI-VALLEY TRANSPORTATION COUNCIL AND MEYERS NAVE

THIS FIRST AMENDMENT TO THE LEGAL SERVICES RETAINER AGREEMENT is made as _____ day of _____ 2022 by and between THE TRI-VALLEY TRANSPORTATION COUNCIL ("TVTC"), and MEYERS NAVE, PC ("Attorneys"), (sometimes referred together as the "Parties") who agree as follows:

RECITALS

WHEREAS, on May 3, 2020, TVTC and Attorneys entered into that certain Legal Services Retainer Agreement ("Agreement") whereby Attorneys agreed to provide general legal services to TVTC, as further described in the Scope of Work contained in Exhibit A to the Agreement. A true and correct copy of the Agreement and its exhibits is attached hereto as Exhibit 1 hereto; and

WHEREAS, Section 2 of the Agreement provides that TVTC has the option to extend the agreement for two (2) one-year extensions and the TVTC Administrator has exercised such one-year extension administratively; and;

WHEREAS, Section 3 of the Agreement provides that TVTC will pay Attorneys a "Not to Exceed" Amount of Thirty-Two Thousand dollars (\$32,000) for the services contemplated by the Agreement, which is limited to annual not to exceed amounts of Sixteen Thousand dollars (\$16,000); and

WHEREAS, TVTC and Attorneys now desire to amend the Agreement to increase the Not to Exceed Amount under the Agreement by \$16,000 to pay for services during the extension term.

NOW, THEREFORE, for and in consideration of the promises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TVTC and Attorneys hereby agree to amend the Agreement as follows:

1. All terms which are defined in the Agreement shall have the same meaning when used in this Amendment, unless specifically provided herein to the contrary.
2. Section 3 of the Agreement. The Not to Exceed Amount provided for in Section 3 is hereby increased by \$16,000 from \$32,000 to \$48,000.

Attorneys agree this is TVTC's total contribution for payment of costs under the Agreement unless additional payments are authorized in accordance with the terms of the Agreement and said terms of payment are mutually agreed to by and between the parties in writing.

All other terms, conditions and provisions in the Agreement remain in full force and effect. If there is a conflict between the terms of this Amendment and the Agreement, the terms of the Agreement will control unless specifically modified by this Amendment.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF the parties have executed this Agreement on the dates indicated below, the latest of which shall be deemed the effective date of this Agreement.

TRI-VALLEY TRANSPORTATION COUNCIL

DATED: 9/14/2022

DocuSigned by:




By: 5CB0FE12F63F448
Jean Josey, TVTC Chair

Meyers Nave, PC

DATED: 9/14/2022

DocuSigned by:



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By: Steven Mattas, Legal Counsel

APPROVED AS TO FORM

DATED: 9/15/2022

DocuSigned by:



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By: Sai Midididdi, TVTC Administrator