



Special
Executive Committee Meeting

August 16th, 2017
1:30pm – 3:30pm

Bay Area Metro Center
375 Beale Street; Suite 700
San Francisco, CA 94105
Bay Area Conference Room – 6th Floor

AGENDA

1. Call to Order – Roll Call

2. Public Comments

3. Meeting Minutes

Action: *Approve Minutes from 6.8.17 Executive Committee Meeting*

4. Transition Plan Update

5. Other Business

6. Adjourn

**Committee may take action on any item included in the agenda.*

Pool Administration Transition PLAN – Activity Update (J. Hill – PLAN Consultant)

Phase I

Transition Plan – Approval and Implementation

Bickmore has presented a transition plan (TP) for signoff and implementation by ABAG/MTC and PLAN. The TP has been reviewed by PLAN Chairman, PLAN Counsel, ABAG/MTC staff (J. Stallman) and PLAN Consultant. The TP will be reviewed by the Executive Committee and ABAG/MTC leadership team prior to formal signoff and release to PLAN members. There were no immediate concerns noted or raised during the preliminary review other than timing issues. All internal ABAG/MTC staff contacts and their general accountabilities have been identified.

A copy of the Transition Plan is attached for EC reference.

PLAN Priorities:

Contract for Engagement – A sample Pool Administration contract was prepared by PLAN and included in the RFP packet. A draft contract has been submitted by Bickmore to PLAN Chairman/PLAN Counsel for review and execution. There were no material changes to the agreement by Bickmore and the draft has been reviewed and approved by Bickmore legal counsel. The pool administration contract is in the final review stages.

The contract execution date is pending further discussion with Bickmore, PLAN and ABAG. Ken Moy (ABAG) has requested PLAN consider entering into the pool administration contract/agreement with Bickmore and ABAG as primary contracts to the agreement. No legal rationale was provided at the time of the request. PLAN counsel has taken the request under advisement and has deferred comment pending further review with PLAN Executive Committee.

A copy of the Pool Administration contract is attached for EC reference.

Open Activity

Formal sign off on transition plan and contract for services will be taken into considered and given a high priority. Bickmore is currently standing by for transition plan implementation and has provided direct consultation and work product associated with the JPA conversion activity. Bickmore is also scheduling meetings with PLAN staff to discuss potential employment offers. Rob Kramer has reached out to all PLAN staff and they have been encouraged to participate.

A meeting with PLAN Counsel, Chairman, Consultant, Bickmore and ABAG/MTC will be scheduled after the August 16th Executive Committee meeting. PLAN Chairman and PLAN Consultant will also conduct a follow up briefing with Bickmore after the interviews have been completed.

Phase II

Transition of PLAN structure to Joint Powers Authority

This important aspect of the Transition Plan is contained in Section C. Program Administration as an addendum (**Attachment 1.C3. Transition to JPA Detail**) to the plan. Associated activities are included as a subset of the overall transition plan. This element of the TP is unique to the PLAN program given the current configuration of PLAN as a legal entity (NPO vs JPA).

PLAN Counsel (G. Rubens) and Bickmore have conducted a review of current governing documents. The staff at Bickmore has presented options (organizational structure and contract construction) specifically focused on the preferred JPA configuration. PLAN Counsel will provide an overview and his opinion on the contract construction issues.

A copy of the draft contract(s) for establishing a JPA; along with commentary provided by Bickmore to PLAN Chairman and PLAN Counsel on potential options is attached for EC reference.

PLAN Priorities:

Determine optimal arrangement for interim services (including quotation for fiscal agent service only); manage costs associated with transition options and make EC recommendation on JPA configuration (SHARP considerations).

Open Activity

The EC will review and discuss sample JPA Agreement(s) provided by Bickmore and will propose any recommended changes to the committee. The committee will discuss potential options (to include SHARP or to keep SHARP separate).

PLAN Consultant, on behalf of the Chairman has requested cost estimates for the provision of “fiscal agent services” only from ABAG/MTC. The information will be helpful in our assessment of all cost elements that may be associated with the transition plan.

After obtaining feedback and direction from the Executive Committee, Bickmore and PLAN Counsel will revise JPA Agreements in coordination with the existing program agreements and will incorporate all recommended changes and amendments. PLAN Executive Committee will be called upon to review and sign off on all final documents and agreements.

EC presentation to the full PLAN Board of Director is planned for mid or late October. PLAN Board will review and discuss JPA agreements/documents. PLAN Consultant and Bickmore will develop a sample council packet to help facilitate presentation to member councils and governing bodies. Both will be available to members for individual consultation and assistance.

After formal execution of governing documents by PLAN Board and member agencies, Bickmore will submit all required documents to recognize PLAN as a Joint Powers Authority to the appropriate state agencies.