

DRAFT Principles for SCSC Roundtable Relationship with Cities Association Santa Clara County (CASCC)

Problem Statement:

- CASCC wishes to reduce the amount of time allocated when providing services to the Roundtable
 - CASCC wants to be re-imbursed for any staff time associated with the Roundtable
- CASCC needs to minimize any liability in overseeing the Roundtable
- Roundtable would like to exercise more independence and oversight in the definition and management of its contractors
- New structure will meet all legal and CASCC requirements

Summary of Recommendations:

There are several tactical areas that need to be planned in order to address the “Problem Statement” listed above.

1. Program Coordinator Support

The Roundtable will contract for Program Coordinator Services from somewhere other than CASCC.

2. Legal Council

The Roundtable will contract for Legal Counsel. With appropriate approval by CASCC, to meet their requirements.

3. Fiscal Agent

Continue to use CASCC as the Fiscal Agent

4. Background comments to CASCC

CASCC staff (and Executive Board) will not need to respond to feedback from Roundtable members, the public, or Congressional Offices

5. Transition Plan

Gain approval from CASCC and the Roundtable to move forward with this plan. Define and implement contracts by the end of Q1 2021. The ability to transition to a new plan is dependent on a “working group” being able to document all roles and responsibilities and satisfy all CASCC concerns.

Note: The term “contract” means that the Roundtable in conjunction with Legal Council (and CASCC as appropriate) will negotiate any contracts. The signing entity will be CASCC and will have final review and approval of any contract before it is signed. The goal is to minimize CASCC involvement without limiting or impeding its ability to appropriately provide oversight.

These recommendations achieve the goals:

- CASCC will reduce the amount of time they spend supporting the Roundtable
 - The working group should define an appropriate re-imbursement schedule for the time that CASCC does support the Roundtable for Fiscal Agent activities.
- Legal oversight will reduce liability exposure and clearly define all parties' roles and responsibilities
- A fiscally and contractually responsible legal structure will provide the Roundtable a mechanism to continue to operate and provide a needed service to our residents.

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Details of Recommendations:

1. Fiscal Agent

All other Roundtables in the United States are sponsored by Airports which serve as the Fiscal Agent. CASCC has served as the SCSC Roundtable's Fiscal Agent primarily due to San Jose Airport's and San Francisco Airport's refusal to provide fiscal oversight for the Roundtable. The Roundtable Ad Hoc has evaluated the options for using a different Fiscal Agent than CASCC.

We have determined there are no other fiscally viable options.

Because of that fact, the Roundtable is requesting CASCC create a "working group" to document and clarify all roles and responsibilities. Once we have a workable plan, so that the Roundtable can continue to operate under CASCC, then the formal decision to revise that decision can be made. CASCC will probably not formally address revising its decision until the Working Group has had an opportunity to develop a more detail plan that addresses and documents all concerns.

The Roundtable understands CASCC has not yet formally changed its position and the "working Group" is an opportunity to see if an agreeable solution can be defined. A short time-frame should be defined for the Working Group to complete its work.

We will need to clearly define what the role of Fiscal Agent means and does not mean. Specially, the Roundtable is looking for overall sponsorship, with contractual and budgetary oversight. This means CASCC Staff will not need to be involved day-to-day activities, running of meetings or responding to requests from members of the public. CASCC contact should only be with Legal Counsel, Roundtable Chair, and contracting agencies for administrative functions.

As fiscal agent, CASCC would be limited to the following services:

- Annual collection of dues from member cities after a budget is adopted by the Roundtable Board. Questions about the budget and coordination with member cities would be the responsibility of the Roundtable.
- Pay approved consultant invoices. Consultant invoices would be reviewed and approved by the Roundtable Chair and provided to CASCC in writing. Consultant questions or billing issues would be referred to the Roundtable for resolution.
- Include Roundtable activity in the CASCC periodic financial audit. The Roundtable would be responsible for following all audit recommendations.
- Signing of all contracts. Contract negotiations would include Legal Counsel to ensure all issues are addressed. Obviously, CASCC would be involved in review, prior to signing.
- Other duties as agreed to and defined by the working group

The Roundtable understands that CASCC is changing its organizational structure. And that new structure will allow the Roundtable to operate under this new structure, assuming the Roundtable is able to reduce the time commitment from CASCC staff and abides by any legal and documented requirements.

Action - Legal Counsel, CASCC Representative and Executive Board, and the Roundtable Chair and Ad Hoc Committee would be the working group to document the roles and responsibilities of the different parties for final approval by the CASCC Board and the Roundtable.

The team will also need to address any items that were identified in the recent Audit.

2. Legal Counsel

The Roundtable understands the requirement of CASCC that if they are our Fiscal Agent, the Roundtable will maintain Legal Counsel and require their attendance at our meetings. The Roundtable will pay ~~contract~~ for these services. Roundtable must maintain these services to be under the CASCC. The role of the Legal Counsel will be very similar to the role of the City Attorney for all of our Cities.

The Roundtable will assist in negotiating a contract, all contracts will have final review and signature from the Fiscal Agent. The contract will need to include a function to periodically report to the CASCC Executive Committee about the Roundtable's compliance with requirements. (This will require a matrix management of the Legal Counsel by both the Roundtable and CASCC). The contract will specify the requirement to report any non-conformance to the CASCC Executive Board. One of the Legal Counsel roles is to act as the liaison that will ensure Roundtable is conforming to the CASCC governing rules and prevent liability to CASCC.

Action - Legal Counsel, CASCC Representative, and the Roundtable Chair would be the working group to document the roles and responsibilities of the different parties for final approval by the CASCC Board and Roundtable.

3. Program Coordinator Support

The Roundtable will pay for an entity other than CASCC to provide Program Coordinator services. The Roundtable will assist in negotiating a contract, all contracts will have final review and signature from the Fiscal Agent. Using a different service provider will significantly reduce the time involved by CASCC Staff on Roundtable work.

The working assumption is that the Roundtable will continue to contract with ESA for these services. This is only a working assumption.

Action - Legal Counsel, CASCC Representative, Roundtable Chair Ad Hoc and service provider would be the working group to document the roles and responsibilities for the contract.

Issue to be addressed: Funding

If we desire to change Program Coordinator resources before July 2021, then we must negotiate a new contract. Most Roundtable funds are already committed to the ESA and Legal Counsel contracts. There is a small “reserve fund” in the Roundtable budget.

The Roundtable will need authorization to reallocate some or all of these “reserves” to contract for these new services for the rest of this budget year.

Another funding question to be addressed, is having sufficient funds to re-imbursement CASCC for the minimal Fiscal Agent time.

As we plan the budget for next fiscal year, we will consider this as an additional requirement when defining the budget and working within the revenue we collect from participating cities.

4. Background comments to CASCC

The Roundtable Ad Hoc Committee has received feedback that there is a concern by CASCC, that they have received too many contacts from Roundtable Members, members of the public, and contacts from Congressional Offices.

With the new structure defined above, CASCC will redirect any contact from these entities to either: Legal Counsel, Roundtable Chair, or Roundtable Program Coordinator. Obviously, any items related to the Fiscal Agent responsibility would continue to be addressed by the appropriate CASCC Staff.

Responsibilities of the Program Coordinator would include:

- Preparation of Roundtable meeting agendas and minutes
- Roundtable meeting notices and virtual hosting or securing conference rooms
- Routine coordination and communications with Roundtable members, stakeholders and member city staff
- Other duties as agreed to and defined by the working group

NOTE: bullet points may need further reflection/definition.

At this point, ESA provides the meeting agendas and minutes, meeting notices and virtual hosting but has NOT secured conference rooms. ESA provides updates to the website and responds to requests for technical information. CASCC staff [Andi] has coordinated and communicated with city and county member staff. (This will be the future Program Coordinator’s responsibility.)

Action - Clearly communicate to all parties the appropriate parties to contact. Make sure CASCC knows to whom to refer people, if they are incorrectly contacted.

5. Transition Plan

Obviously, this plan represents a course correction during this fiscal year for the Roundtable and CASCC. Any change of this magnitude requires planning, coordination and agreement.

The Roundtable and its Ad Hoc committee will assist as much as possible with this transition. But, we need to be realistic and acknowledge there will be some time required by CASCC staff to assist with this transition.

This plan will also require more work from the Legal Counsel than was originally anticipated and will most likely require contract and budget modifications.

High-Level Steps:

- Approval by CASCC
- Approval by Roundtable
- Contract for Fiscal Agent
- New Legal Counsel Contract
- Contract for Program Coordinator
 - Developing a scope of services and budget
- Communication with member cities
- Completion of a transition to new model

Appendix A

Efforts made to identify a new Fiscal Agent/Sponsor/Legal Status

- **2019 Met with SJC Airport Director John Aitken, Matt Kazmierzak, Vice Mayor Chappie Jones, San Jose Council Member Raul Peralez**

Request:

Airport sponsorship; City of San Jose participation

Result:

Refusal of SJC to sponsor;
Refusal of SJ City Council to join the SCSC RT unless given proportional representation based on population.

- **7/15/2020 Teleconference with County Supervisor Joe Simitian and Aide Kris Zanardi**

Request:

Possible County Sponsorship, he services to
Legal Representation and/or
Roundtable Coordinator job share

Result:

No ability to sponsor;
Possible Legal Representation – still pursuing;
Part time county employee (required to pay benefits and CalPERS) too costly

- **7/16/2020 Teleconference with FAA Favi Garcia and Tamara Swann**

Request:

Confirm that the FAA will still recognize the legitimacy of the SCSC Roundtable with the departure of the Santa Cruz County entities;
Inquire the status of all other US Roundtables;
Inquire if there are other known options for setting up the SCSC RT

Result:

As long as members of the SFO and SJC airport staff attend our meetings, the FAA will recognize our standing;

All other US Roundtables and Noise Forums are sponsored by Community Service Airports;
FAA does not get involved in the formation of Roundtables and knows of no other status other than being sponsored by airports

- **7/24/2020 Zoom meeting with Cupertino City Manager Deb Fang**

Request:

What are possible alternatives to being under the umbrella of CASCC:

- JPA
- Joint Venture Silicon Valley
- Individual City acting as a fiscal agent for the RT

Result:

- JPA is too structured enough to meet the needs of a Roundtable due to State mandates and the fluid nature of the RT membership;
- It is not in the wheelhouse of JVSJ;
- Having a single City serve as the fiscal agent would create an optics problem because of the differing needs of the individual Cities.

Preferred status: remain with CASCC

Other discussion:

Given the community and member participants make-up, the SCSC RT should seek out its own legal counsel but not required at every meeting.

- **8/24/2020 Teleconference with County Legal Counsel Chris Cheleden and Steve Mitra**

Request:

Is it possible for the County to represent the SCSC RT;
What is the rate schedule?

Result:

County Legal Counsel does represent various agencies e.g. Fire Districts, the Library District, and other Public Agencies
Experienced in Municipal Law

- Would need to have well defined parameters/ create a firewall
- Would contract separately with the RT, if approved by County Counsel James Williams
- Rate Schedule
 - Attorney rate: \$264/hour
 - Paralegal rate: \$116/hour

9/14/2020 Follow up email request for aid in setting up a possible 501 C”?” that could meet the needs of the RT

- **9/25 Telephone Conversation with CPA Paul Resnikoff regarding a 501 C6**

Request:

General information regarding setting up the correct type of 501 C
Process to procure one

Result:

Timeline is a long one – could be up to a year

- File with IRS – possibly online: receive letter of determination
 - Attorney required to re do By Laws, look into reorganizing as an association
- Cost could range between \$5000-10,000: would include substantial attorney fees

- **10/26 Zoom Conversation with Russ Hancock / Joint Venture Silicon Valley**

Result:

JTSV is a Think Tank

The Roundtable must be Elected Officials or County Representatives directly answering to their constituencies.

Any collaboration would place JJSV between the constituents and the Roundtable

Therefore not a viable solution

- **11/25 Letter to SFO Airport Director Ivar C. Satero / 12/3 Response**

Request:

Requested a virtual meeting to discuss a “future and beneficial relationship for the SCSC RT Roundtable and SFO Airport similar to SFO RT

Result:

The Airport Director responded that he cannot accommodate our request to sponsor the Santa Clara/Santa Cruz Counties Airport/Community Roundtable. He did applaud the progress our RT has made.

Appendix B

Draft Roundtable Program Coordinator Job Description

The Santa Clara Santa Cruz Roundtable is an organization established in 2018 to address community concerns related to noise from aircraft operating to and from, but not limited to, San Francisco International Airport (SFO) and San Jose International Airport (SJC). This voluntary committee of local elected and appointed officials provides a permanent venue for public officials, airport management, FAA staff, and airline representatives to address issues regarding aircraft noise, with public input.

The Roundtable's mission is to address community noise concerns and make recommendations to the Regional Airports and FAA on noise-related issues.

The purpose of the SCSC RT is to continue to foster and enhance a cooperative relationship in order to develop, evaluate, and implement reasonable and feasible policies, procedures, and mitigation actions that will further reduce the impacts of aircraft noise in neighborhoods and communities in Santa Clara and Santa Cruz Counties.

At this point, due to financial constraints, Santa Cruz County, the City of Santa Cruz, the City of Capitola, and the City of Monte Sereno have had to withdraw their membership.

Current Membership consists of the cities of Cupertino, Los Altos, Los Altos Hills, Mountain View, Palo Alto, Santa Clara, Saratoga, Sunnyvale, and the County of Santa Clara.

As a result of reduced funding, the Roundtable has authorized no more than a total of twelve meetings for this fiscal year in its FY 2020/2021 Scope of Work. The full body Roundtable will meet quarterly, while the two standing Subcommittees may fill the remaining slots.

The Roundtable Program Coordinator will help plan, organize, and stage the Roundtable's and the Roundtable's Subcommittee meetings and will coordinate the work of an aviation noise-mitigation technical consultant. Responsibilities will include: preparation and management of the Roundtable's work plan and annual budget; regular interaction with Roundtable members, the FAA, and the public; planning and conducting Roundtable and subcommittee meetings, including coordination of meeting times and locations; and contract management overseeing and coordinating with the expert technical consultant supporting the Roundtable's work and in general.

This is a half-time permanent position.

IDEAL CANDIDATE

The ideal candidate is a team player and an independently motivated individual with knowledge and experience in airport operations. The ideal candidate is also an excellent communicator (both verbally and in writing), can develop consensus, and can successfully work with a diverse community. Additionally, the ideal candidate can manage and prioritize multiple tasks in a timely manner and can provide information to other members of the staff, elected officials, aviation consultants, and the public.

The successful candidate will emphasize coordination and communication, and continually look for innovative and creative process improvements that generate more consistent and transparent outcomes. The position requires an ability to work independently with limited supervision and an ability to work from home.

QUALIFICATIONS

Education and Experience: Any combination of education and experience that would likely provide the required knowledge and skills and abilities is qualifying. A typical way to qualify is possession of a bachelor's degree and three years of professional experience.

Knowledge of:

1. Organization of local government and concepts of public administration including familiarity with codes, ordinances, and laws, including the Brown Act and Public Records Act.
2. Modern office practices, i.e., Zoom, Word Press, Office, etc.
3. Research and sources of data

Skill/Ability to:

1. Work cooperatively and effectively with the public and co-workers and work well individually and as a member of a professional and technical team
2. Produce comprehensive, clear, and concise memos, letters, and staff reports which are accurately research, focused on essential information, reflect an appropriate level of analysis, and demonstrate objectivity
3. Make concise and understandable presentations, manage related discussions, facilitate decision-making, summarize and respond to comments effectively
4. Explain policy and procedures to the public and staff
5. Facilitate problem resolution
6. Operate and retrieve information using a computer
7. Adapt to changing situations even under pressure
8. Conduct research and analysis

APPENDIX C

June 2020 approved FY 2020/2021 contract with ESA

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APPENDIX D

Memorandum of Understanding to be drafted by Counsel upon approval